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THE CREATIVE PRODUCER

DAVID LEWIS

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THE CREATIVE PRODUCER

David Lewis

Edited with an introduction
by
James Curtis

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Introduction

When David Lewis died on March 13, 1987, an important component of the famed studio system of the 1930s and 1940s died with him. David was an associate producer—or supervisor—at a time when the major American studios made more commercial motion pictures than ever and needed to do so as efficiently and economically as possible. Of a group of men that included such disparate figures as Henry Blanke, Arthur Hornblow, Kenneth MacGowan, and Mark Hellinger, only David Lewis remained.

Leo Rosten, in his landmark 1941 study *Hollywood: The Movie Colony, The Movie Makers,* described the associate producer succinctly:

> [He] is actively engaged in the production of from one to six pictures a year. He works in the closest relationship to these films. He supervises the writers on story and script. He works with the director in planning the emphases and "key" of a story, the handling of the cast. He is in direct contact with all the technicians and departments entering into the making of the film. But he has no jurisdiction over any pictures save those which he is given to produce. He has no authority, that is, over the picture program of a studio, or the budgets, policies, and administration. He is an employee.

These were the days of block booking, when exhibitors committed to an entire season of product, much of it as yet unproduced, in order to obtain the films of those performers who drew the largest audiences and revenues. A typical

season in the late 1930s would consist of approximately 52 features, of which about half would be supervised productions (that is, films other than those made under the aegis of the studio's "B" picture unit). These, of course, were in addition to dozens of one- and two-reel short subjects, animated cartoons, and—in some cases—two editions a week of the studio newsreel. By anyone's reckoning, this was a lot of material to move down the assembly line.

Synchronous sound, which became prevalent in the late 1920s, enforced stricter controls on production, since talking pictures were, on the average, a good deal more expensive to make than their silent counterparts. The practice of rewriting a film with the addition of title cards was no longer possible; movies had to be better planned, and the system had to feed a chain of company-owned theaters at the approximate rate of a feature a week.

Because of talkies, the production companies had to come to terms with spoken dialogue very quickly, and because the best directors of silent films had to quite rightly emphasize action over talk, many of them were ill-equipped to pilot the filmed stage plays that were produced in such abundance in those early years. Writers became more significant and directors needed more help. Soon, films that would have had one or maybe two writers in silent days were suddenly sporting three, four, even five, some without credit, many imported from New York and Chicago—from the stage, from the nation's dailies, and from the prestigious lists of our most prominent publishers. There was a clear need for men who could coordinate and influence this crush of material, and while each studio had a executive in charge of production, it was a sheer impossibility for one man to competently oversee such a massive slate of films entirely by himself.

The system that evolved, and that was more or less in place by the early 1930s at all the major studios, required a group of six to ten associates—most of whom toiled without

screen credit—developing and shepherding through the production process four or five features a year under the overall direction of an executive producer who in turn reported to the vice president in charge of production or the company's New York-based president. With rare exceptions, it was these men who developed the stories that were chosen for production, influenced the writing of the script, brought the director on, oversaw the casting, watched the costs, kept the schedule, supervised the editing, and attended the previews. And while one finds a considerable variance in the quality and talents of these significant men, they have remained remarkably obscure. Actors, directors, and, to a lesser extent, writers have been written about, interviewed, and their achievements documented with barely a mention, except in derision, of the producers with whom they all worked. To some extent, this is due to the low profile they took in deference to their superiors. Still, with the virtual flood of Hollywood memoirs we have seen in the last 30 years, not one of these men undertook to put his own story on paper . . . until now.

I first met David Lewis in 1974, when he had settled into a comfortable, if restless, retirement in West Hollywood, living in a spare studio apartment just below the Sunset Strip. We were introduced by Carl Laemmle, Jr., son of the diminutive founder of Universal Pictures, who referred me to him in answer to my questions regarding their mutual friend, and David's longtime companion, director James Whale.

During the course of our talks, which resulted in my 1982 book *James Whale*, David made scant reference to his own career in motion pictures. I had never heard of him, and I was completely unaware of what a producer, or associate producer, actually did. When work on the Whale book was completed, I began to dig seriously into David's own career, and our talks turned from the subject of Whale to the less comfortable subject of himself. I asked David if he had ever thought of writing a book of his own, as his casual comments on both film and literature (he was a voracious reader) dis-

played an unusual sensitivity to the problems of character development and story.

He replied that he had indeed thought about such a project, but had never been able to get very far. "I need someone to pull it out of me," he said, distrusting his own sense of what would be interesting to a reader. Besides, he added, he disliked the idea of writing a straight autobiography. "All autobiographies fall into one of two categories," he said. "They're either 'poor me' or 'wonderful me,' and I wouldn't want to fall into either. Besides, I'm really not well-known enough. Who'd give a damn?"

Acknowledging all this, I told him I thought he still had an important story to tell, not only from his own vantage point, but also in terms of what he and his colleagues did to make the system work as well as it did, up to the time of divorcement in 1948, when government antitrust actions against the major studios resulted in their selling off their theaters and drastically curtailing the volume of their output.

The image of the producer as a meddling idiot, David said, came from a natural jealousy among the various echelons that existed in the production system. The producer represented authority, an authority sometimes wielded without a sense of creativity or taste. The film was always good in spite of the producer, not because of him. "No writer would admit he had help from a producer," said David. "Most directors resented the writers. And the technical people resented everybody."

David distinguished the true contributing producer—the creative producer—from the ones "who [took] the long lunches and contributed little or nothing to their films—the friends of the boss. The Warner studio was a tight ship and never put up with that. M-G-M under Mayer had many of those do-nothing producers, and Paramount was prey to them under all managements. Columbia was a one-man studio under Harry Cohn. Only Frank Capra had full (or almost full) authority."

As Dr. Rosten indicated in 1941, the associate producer typically had the opportunity to influence the direction and quality of a given production more than any other single individual. His involvement in the making of a film was pervasive. "What makes a good producer?" asked David. "A sense of creativity, for one. A sense of drama, a sense of character and character development, a sense of how far you can go and can't go, a control of wasted expenditure, a sense of how much is worth spending, and an ability to get along with—and get the best out of—directors, actors, technicians, and other producers."

In the case of David Lewis, his sense of story and structure was legendary. Dorothy Arzner praised David's genius for character and plot. Rouben Mamoulian concurred, while Joel McCrea talked about David's incredible good looks. "He was so handsome," the actor told me, "I always thought he should have been an actor himself."

David's strength, I learned, was in his ability to influence the writing of his films, the best of which bore his imprint as clearly as that of any auteur. He was drawn to strong women characters, so it is no wonder he was the best and most effective producer for Bette Davis during her peak years at Warner Bros. when the two collaborated on four films together. And the common theme of doomed, unfulfilled love runs through his best, most personal projects—*Camille, Dark Victory, All This, and Heaven Too,* and *Kings Row*—films which earned him a reputation for being the most capable producer of "women's pictures" in the industry.

David liked the idea of writing about his professional development and what he, as a creative producer, contributed to the process of motion picture production. I wasn't sure what form such a book should take, and David was adamant in needing help over content. We decided to try taping his answers to questions I would ask him. I would then have these tapes transcribed and mold the transcriptions into a sort of "as told to" book. But an early attempt at

this proved fruitless and I determined above all else that I was absolutely incompetent and ill-qualified as a "ghost."

We started again. This time, I bought David an electric typewriter and a cassette tape player. Again we recorded tapes in structured two-hour sessions, my asking the questions, he answering them as fully as he could. When we finished one of our talks, I left the cassette with him. Over the next few days, he would play back the tape, laboriously transcribing its contents himself and embellishing them as he went along.

This method proved much more satisfactory, and in this manner he completed what we judged to be a respectable first draft in late 1977. Still, neither of us was sure as to what we had, and our enthusiasm dimmed considerably as we wondered if anyone would find what we had produced to be very interesting.

David launched into yet a third version, intended to vivify the second with observations and footnotes and more questions I had raised. When he finished with this, we had two-and-one-half versions, none of which was truly satisfactory. Finally, I suggested we undertake yet a fourth version, structured according to the elements of story development rather than the events of his life, and drawing examples without the constraints of chronology. This draft proved to be even thinner and more awkward than the others and, convinced that what David had to say just couldn't be bottled, at least by me, I put all of David's raw, single-spaced pages, several hundred of them, into a filling cabinet and quietly forgot about them.

David had two terrible bouts of illness in the mid-1980s, the first of which robbed him of his zeal for reading and slowed him up physically. As he grew stiffer, he became more disagreeable, though never with me, and he steadfastly refused any consideration of moving to the Motion Picture Country House in Woodland Hills, where he would have received the level of care he now needed. In early 1987, at the

age of 83, he suffered a stroke that left him sometimes unaware of who he or his visitors were. He weakened further and died of respiratory complications within a few weeks. I saw to it that David was cremated, as was his wish, and that his ashes were entombed opposite those of James Whale at Forest Lawn Glendale, just a corridor away from Jean Harlow, Norma Shearer, and his friend and mentor Irving Thalberg.

David's typescript remained in the cabinet another four years, until a friend called and asked to see what David had written on *Camille* for a book she was contemplating about Greta Garbo. I pulled the folders and separated the sheets loosely by subject matter, giving her more than she had asked for, because I was unsure any more of what the various drafts held. When she returned them, I asked her if she found the material interesting and she told me that she had, very. Before refiling, I read over some of the material myself and decided to play with a sample chapter by turning it over to a typist with instructions to clean it up and triple space it. What I got back was still quite rough, but more readable than I had expected. I then asked my friend Tony Slide, who knew David slightly, if he would be interested in David's book, presuming I could editorially pull it into shape, for his *Filmmakers* series, the same series that had begun, some ten years earlier, with the aforementioned biography of James Whale. Tony was agreeable, and I began the task in earnest.

Melding the different versions into one cohesive manuscript was slow going and took almost a year. Once again, I find myself with little distance from the material and unsure what anyone else will find in this book. Nonetheless, it does reflect the way David expressed himself, the cadences of his speech, and, happily, all of it was written by David himself. This is no transcript with the questions knocked out, but a distinctive, singular view of how one man worked within an unusual, but amazingly efficient manufacturing system in which no two products came out alike, and which existed for

only a relatively short period of time in an improbable place called Hollywood.

James Curtis

The Creative Producer

Chapter 1

My father was a very difficult man. Everything that belonged to anyone in the family was his, including all my money, which I gave him since it was easier to give him my money than to give him my love. I had an older brother, a younger brother, and a sister. My older brother had certain privileges the rest of us did not have. And my sister, being the youngest, had privileges such as being coddled and taken care of at everyone else's expense.

I was very close to my mother. She was as undemanding as my father was demanding. She was very quiet, read a great deal, and had a sly sense of humor. She was a very decent, good woman, and I had deep love and respect for her. My father was, in a sense, a madman. He was particularly rough on my mother, although he loved her greatly. She had one defense: if things got unbearable, she would suddenly have trouble breathing, and my father would go off the deep end. He'd say, "Mama is having one of her spells!" As I suspected at the time, she was faking it, but it was the only way she could halfway control him.

I was a very difficult child; I had my own way of doing things. I had a firm belief in justice, and I had few fears. You might call it courage, or simply a determination to find my own way in and out of things. My father wanted to break my spirit and used to give me thrashings, but I wouldn't cry for him. He would go the limit and then—as suddenly as it had started—his rage would be over and he would be begging me to forgive him. The violence of his temper could change

in a minute, but I doubt if he had any great effect on my life because of my own stubbornness.

All the time I was in college and even before, when I was in high school, I worked in a shoe store as a salesman. I was really young, but I was a super salesman. I made more money than any other employee. They gave little bonuses, called "gooks," which amounted to anything from twenty-five cents to a dollar a pair for the sale of discontinued lines. I shamelessly sold only gooks. The other salesmen accused me of having no conscience. They were right; I needed the money. I helped materially in supporting my family. My father was in the real estate business, and he had an uncanny sense of where the city was moving. He would buy a piece of property and make a large amount of money. Unfortunately, he began to spread himself so thin that eventually he lost everything. He was unbelievably extravagant. If he got several thousand dollars, he could easily squander it in a very short period of time.

All the money I made, I took home. I was given no lunch money; instead my mother would make me a sandwich which I carried in a brown paper bag. I'd eat it on campus just before taking off in a streetcar for my work downtown. I had just enough money to get to work and sometimes had to walk home, which was quite a distance. We lived at that time in a large house on Capitol Hill in the very best district of Seattle, a house my father had bought some time before. He was always "improving" it and would build on weird additions which to me were simply repulsive.

My older brother, who was my father's pride and joy, was smart enough to get around giving his money to my father. That made me the only steady source of income the family had. My brother had sold shoes in the afternoon, but he got himself an easier job in the men's department. There were no gooks there, but far less rush and turmoil.

From the time I was little, I was frightfully interested in films. I saw all the pictures I possibly could, read everything

about them I could lay my hands on, knew every star. When I was little I worshiped Anita Stewart, who was the big Vitagraph star. Later on I was particularly fascinated with the M-G-M stars. I had no sense at the time of Irving Thalberg, but I did know that somehow M-G-M had the largest and most exciting group of stars of all the film companies. I was a little boy when I first started going to films. I was given a nickel, which paid for my ticket, and put into a film theater by my parents while they did their shopping, which in those days was done downtown. Seattle had a big open-air market, and my father had a Studebaker. It took my father, who did most of the marketing, a couple of hours to do the shopping. He would usually pick me up at the movie house and drive home, but I remember one occasion on which he forgot all about me. I was stuck without carfare. I remember a very kind man gave me the necessary dime and I was saved.

A few years later, I would go from theater to theater until I had no more money, then I'd walk home. These movie binges always took place on Saturday afternoons.

I was always good at school. I didn't work particularly hard, but I had a great memory. I could also quickly read my lessons and retain them. It really wasn't intelligence that got me through—it was that memory of mine. I skipped grade after grade, which did a very unfortunate thing to me. The older kids had no interest in me, and I was left with no friends at school. Possibly it caused my monumental shyness and a strengthening of my ability to pretty much exist on my own. My mother was my only real friend. She made no demands on me, was always there when I needed her, and—with her wonderful sense of humor—never let me get too big for my britches.

I saw *The Birth of a Nation* when it first opened in 1915; I was eleven, and it played two-a-day at a local movie house. I remember little about it, other than all the hoopla that surrounded it. It really woke people up. It was the first really BIG movie, and it had a lot to do with the public interest that

developed in them. Movies were suddenly longer and more involving.

My interest was first in acting. I believed it to be what I really wanted to do although, I suppose, in my ignorance, it just seemed the way to go. I knew nothing about the structure of films or the method of their making. I just wanted to be part of them, and the only road into films at that time seemed to be acting. However, I had always been interested in the theater and had seen as much of it as I could—plays, vaudeville, concerts, anything. The stage fascinated me, and I guess what finally sent me to New York was my desire to get on that stage and find my glory. I was quite good-looking and thought myself even better looking than that. I took care of myself and had a decent body. I was not particularly graceful, but I had no suspicion of that.

I didn't know it then, but a great many people who later became writers, or directors, or even technicians started by trying to be actors—even D. W. Griffith. People who thought they wanted to be actors ended up not making it and finding their hole elsewhere. I also didn't know it then, but I had a natural instinct for story. I had a solid sense of character and construction; a very pure instinct.

When I finished college, I worked more than a year in the shoe store full-time. I was still bringing my money home, but I was longing to get away. I wanted to be on my own and get started in the life I had planned for myself. I didn't know at that time the difference between theater and movies. I just knew I had to get started somewhere, sometime, and although I was very young, I knew my own mind. I could only imagine and hope that I would accomplish what I wanted; I decided New York was the place to go.

Because of my father's constant need for money, I saw myself becoming a gooker for life. It was a frightening thought. I was friendly enough with the other salesmen, but I surely didn't want to get caught in that. I really stayed as long as I did because I didn't want my mother to suffer, but

she kept encouraging me to take things in hand and go, if that was what I wanted. Somehow, I saved some money, and a couple of friends helped me out. I had $400 and the money to buy a train ticket east. My father panicked, but my mother was delighted. One day I took off for New York . . . and my future.

A woman named Tuffy, who had been connected with a little-theater group in Seattle, knew about the American Laboratory Theater in Manhattan. She told me about it and said she would write to them, but didn't. It didn't matter—I was sure that I only had to show myself in New York and the line waiting for me would form on the right. I had no conception of the gruelling work and application that went into any part of show business—or the years and pain that were to go into what happened later. I was as naive as any starlet. And I made the same discoveries they do.

I got into the American Laboratory Theater, which was headed by Richard Boleslawsky but operated and run by a group of society ladies who endowed it. Maria Ouspenskaya was the foremost teacher at the school. The reason I got in was not because of my talent, but because they were lamentably short of young men. I was needed not only for classes, but to help keep the stage clean, the theater spotless after performances, to help paint and construct scenery, and do the other jobs necessary to make the place function.

I never thought of going to Hollywood—New York was the place, and the stage was my game. New York was big, New York was wonderful, New York was strange, New York was it. In New York I stayed with my brother and sister-in-law; the $400 I brought was gone in a week. All I had left was a roof over my head and an occasional meal. My brother even hocked my wristwatch.

My sister-in-law was teaching school and was the main support of my brother, who was writing his first novel, *Matrix*, which was later published without raising a ripple. He was a very gregarious man, which I was not. I made few

friends—didn't feel I needed any. I have to like people a lot before I am able to give of myself; I was no different then.

The American Laboratory was on 57th Street. My brother's apartment was in the village. I'd walk to the school in the morning and walk home at night, with no food during the day. I was young, and it bothered me very little. I never thought of feeling sorry for myself.

I am vague about the procedure of getting into the Lab. I'm sure they interviewed me. The executive secretary was a society lady named Mrs. Bigelow. I think she rather liked me, but the need was for some strong, young male backs to keep the place clean and running.There was no tuition—naturally no pay. All the neophytes were expected to clean the theater and stage, the toilets, to construct the scenery, help with the lighting—in short, to do all the odd jobs. I really enjoyed them, although they were not what I thought I had come to New York to do. But so far, no one had looked at me and offered me a starring role in a big new play.

The only actor I can remember who came out of the Lab and went on to solid success was George Macready, who was a little older than the rest of us and played all the star parts. I understudied him in *Twelfth Night*, but he was not someone who was about to skip a performance, so I never appeared. In fact, I can't remember ever appearing on the stage, even in the most minute of capacities, while at the Lab.

The school was well endowed. Boleslawsky had a big name—he had been a member of the Moscow Arts Theater, as had Ouspenskaya, who acted as his helper. He never worked with the neophytes, but Ouspenskaya gave some classes to us. She was a very precise lady who looked, at the time, exactly as she looked many years later. She gave me very little heed—I think I was too unknowing about the stage for anything but her contempt. I do remember that she was determined to teach us that it was never ten minutes *of* ten —it was ten minutes *to* ten. Years later she became a very

good friend of mine, and I loved working with her on *Kings Row.*

The advanced students worked on ballet with Mordkhin; the younger ones worked with La Sylphe, a strange lady who despaired of my clumsiness but taught me to do cartwheels. We also worked with a man who taught fencing. I was pretty inept, but so was everyone else.

I doubt that either Boleslawsky or Ouspenskaya had much interest in the school. It was a showcase for them—she as an actress and teacher, he as a director. Ouspenskaya was rather arrogant, in the best sense—not the worst. She was really a great character. At the time I thought her tough and steely; later I learned the deep sweetness of her nature.

The Lab was established in a brownstone house. The offices and the theater, a very small one, were on the first floor. The studios and classrooms were on the upper floors.

Understudying Macready was the only active thing I ever did at the Lab, but the Theater Guild school was putting special Saturday afternoon showcase performances on at their theater. They were short of men, and someone from there had seen and liked me. I auditioned and promptly got the lead part in *Playboy of the Western World.* I remember a girl who was in the show who drove me absolutely up the wall. Every time there was a normal pause, she would run around the stage yelling, "Begorra, begorra!" I guess she thought I had blown my lines and she was doing her best to cover for me.

Herman Shumlin saw me at the Guild and rather liked me. After I had come to Hollywood and was working at Paramount, I had occasion to return to New York. Shumlin sent for me and suggested that I play the star role in two special matinees he was planning of Dostoevski's *The Idiot.* Too late, though. By that time I had no further interest in acting and loved what I was doing.

At the Lab there were two Canadian women who did all the leads. They were Blanky Tancock, a very strong-willed

woman with boyish virility, who played all the parts that called for action, and Shirley White, slightly younger and extremely feminine (although also with a will of steel), who played all the so-called "lady" roles. Also at the Lab was a young woman from a fine New England family who was studying design. Her name was Peggy Cheney. She was not terribly old and rather old-maidish in a New England way, but very warm and sweet. She was a human being, the only one of the three who treated me not as a child or a boy, but as the young man I felt I was. I really fell very hard for Peggy—I needed a friend, and she was it. She was my kind of human being, while the other two certainly weren't.

Both Blanky and Shirley were possessive and resented my friendship with Peggy. They knew I often worked most of the night helping her with the sets and designs, and they didn't like it at all. On the surface they said they were worried that I was neglecting my acting classes, but I wasn't. I was strong as a horse and could survive on little sleep and was carrying my load.

I appeared on the stage at the Lab in exercises, but *Playboy* was my first time in front of an audience. I was not a natural actor and had to fight for it all. Nobody sensed it because I had a calm exterior, even when I was boiling inside. I also underplayed everything. All my life I have hated bravado acting and always had firm discipline and control of myself. I had a very expressive face at that time and wore clothes, even costumes, well. I discovered, however, that I was not particularly photogenic; I seemed to lose everything in front of a camera.

Sometimes I enjoyed acting. Later on I had a tiny part in a play called *Wall Street*, directed by Eddie Goodman for his organization, The Players. The protagonist was a dominating, steel-willed capitalist. My appearance was at the end of the second act, and I simply walked on, said a line or two, sat down at the piano, and started to play (someone else did the playing). I was the musician son of the protagonist and was

the first civilized person to make an appearance on stage apart from Mary Law, who played the suffering wife. I was told that I looked marvelous, and I know I got the best hand of the evening (*Wall Street* ran for less than a week). But somehow the whole experience really set me up. I didn't trust myself on stage most of the time. I certainly had no natural talent for acting. I might have developed something out-of-brain. I always believed that actors who dragged their feet dragged their brains. Maybe through sheer physical activity I made myself do the things that refined what I had.

Blanky and Shirley didn't want my body—they simply wanted control. They resented my obvious choice of Peggy, so a big hassle developed and, one day, Mrs. Bigelow took me to lunch to tell me I was being terminated. I was shocked and remember that tears flowed without my really crying. I asked her why, and she told me, "Because you are a disturbing influence." Both Blanky and Shirley were putting up money, so I was the expendable one.

Not long after the Lab I went to the Neighborhood Playhouse. I got a year's contract at $35 a week, not on the basis of my work to date, but rather on the fact that the Lewisohn sisters, Alice and Irene, liked what they saw. I told a friend, Tony Mann, who later became a Hollywood director, about my job at the Playhouse, and he went down and got one too. He rewarded me by undercutting me—every part I was up for he managed to get. Perhaps he was a better actor than I.

They were a repertory theater, considered prestigious, and they repeated from year to year their most successful productions. I remember my first part was the front end of the bullock in *The Little Clay Cart*. In *The Dybbuk* I played a messenger named Ashur with one line. Every year they ended the season with *The Grand Street Follies*. They didn't keep me for that; I was no dancer or mime.

I was fired from the Neighborhood Playhouse too. I was no longer needed and really didn't fit into the concept of a group of players totally subjecting themselves to the ensem-

ble. One or two of the others subsequently achieved success; one, Paula Trueman, I believe is still active and very clever. The Lewisohn sisters were notoriously fickle. Their father had been very rich, and so were they. The Playhouse gave them something to do.

Not long after leaving the Playhouse, I got a job in a real estate office. September, in New York, was the time everybody moved, so the rental market was active. I had worked when very young in my father's real estate office and knew something about it. In real estate I did very well. I got a percentage of the rentals I made, and since they were one-year leases, I was able to put aside a little money. I must have made twenty deals in three weeks. I think they would have been happy to keep me, but the September rush ended. I then got a job at the stamping machine of the Literary Guild, which was at that time more or less new.

Meanwhile, I met a woman named Alice Jason. She was executive secretary at the Players, Eddie Goodman's organization. He was poorly financed but able to put on plays, usually backed by somebody in them. Michael Strange was backing Strindberg's *Easter*, which she was to do with Morgan Farley. She was a big woman, and he was a small man. Goodman offered me the understudy role, and when Michael Strange met me she wished, because of my height, that I would take over the part. I couldn't have handled it and was thankful that Farley never missed a performance. It only ran a couple of weeks. The girl who understudied Strange was a friend of Hervey White, who ran a summer stock company at Woodstock. Through her I got a job there: no salary but room and board, which to me was a godsend.

At Woodstock there was an older character actress named Edna West. She and her younger sister, Bill Griffith, had had long careers as women kept by wealthy men. They were Southern women from Tennessee. Neither had been a gold digger; they truly loved and respected the men they had been with. Edna had had some success many years before on

the stage—Bill, I think, never had been an actress. I remember one play I did. They were all written by Hervey White, who was an artist mainly—an aged, rather scraggly man who fancied his words—God knows his plays were full of them. I was not playing the lead, but I played an artist who sat at his easel and never stopped talking. How I remembered all the words I don't know, but somehow I did. The play was dreadful, but it didn't seem to matter. Woodstock was, at that time, rather remote and was little known to the outside world. Some people came to spend the summer there, but our clientele was mainly the neighbors. White owned a lot of property, and it was a joy to roam the hills and cool oneself in the stream.

Edna was very protective of me. She watched over me, and I can't say enough about her sweetness. Sometimes her care became oppressive. I was young and had desires like everybody else, but in spite of her past she was a strict moralist and thought sex (not her own) was sin. Occasionally I did get loose.

I thoroughly enjoyed my summer at Woodstock. Like every young aspirant, I took anything and everything to keep going. I bounced around like a yo-yo. So did everyone else. The few friends I had helped fed me and found a temporary place for me to live when I needed it. I did have times when I slept in empty apartments or any other place I could find. I was able to get baths when I needed them. I had few clothes but took zealous care of what I had. Thank God I was not hard on clothes or shoes.

I don't remember where or at what time I met Tommy Thompson, but we became very friendly. He was an aspiring writer, a Southern boy. At some point he asked me if I would like to take a job reading for Paramount Pictures; he was doing outside reading and was very friendly with Ada Levien, an older woman who was assistant story editor for Paramount's East Coast office. I had a typewriter from somewhere and, believe me, it was just another real estate office

job, as far as I could see. I told him I would love to do it, although I hadn't the faintest conception of what a reader did. I found out very quickly. He took me in and introduced me to Ada Levien; I liked her enormously on sight. She gave me a tryout: a magazine with several short stories. The better stories were to be given long synopses, the ones without any dramatic potential only a page or less.

I became an eager beaver; I went through that magazine in one day. I caught the hang of it quickly. I think I got fifteen dollars for the whole thing. Ada was surprised, not only that I was so quick, but she thought my synopses were very good. From then on I got an occasional magazine or book or even a play and was doing very well and eating quite regularly.

Maud Miller was the head of the department. She was an angular New England woman, very suspicious of people, for some reason particularly suspicious of me. She was decently pleasant, but always with a barb. She thought me a phony who was going to ruin Ada Levien's life. I never saw Ada away from the office and was completely puzzled by her attitude.

Walter Wanger was then head of the East Coast studio at Astoria, Long Island. I don't know how he happened to notice me, but I met him at the Paramount building one day. He said to me, "You're the one who's doing those good synopses." I was surprised as hell. He said how much they had helped him. They were concise, to the point, and very clear.

I started going by the office daily to see if there was work. Sometimes there wasn't. There were other readers, including a couple of old-time staff readers, but there was sufficient work to keep me alive. Tommy, naturally and rightly, got the pick of the reading, but I was grateful for what he left behind.

I was now able to keep a room. I found a building on East 55th Street in an old brownstone that had become a rooming house. For fifteen dollars a week I had a decent room with a bath down the hall. This was sudden security. I don't think I

ever lived comfortably in New York, but this was the nearest I came.

Wanger invited me out to the studio. He gave me a couple of scripts to read. I doubt that he had any particular plans for me, but he was giving me a try. Maud Miller took umbrage at this. She suspected that I was pushing myself mighty fast and discounted Wanger having issued the invitation.

While I was at Astoria, I had my first occasion to look at how films were made. It was there that I first met Dorothy Arzner, a talented woman who had become a top-line director. She took to me and let me watch her company work.

Suddenly, I became very excited about films. Slowly, I began to meet some of the theater and film people of New York. I met and became friends with Charlie Brackett, then dramatic critic of *The New Yorker* and an eminent short story writer. I also became very friendly with Robert Benchley and Sidney Howard. Through Charlie, and Sidney particularly, I went to some opening nights. Maud would occasionally let me synopsize the play (it saved having to buy tickets for somebody else). I got twenty dollars for a play synopsis—a veritable bonanza!

Charlie wrote a short story for *The Saturday Evening Post* called "Pointed Heels." It had an intriguing idea, a show girl in a round-heel world who couldn't be pushed over. It was beautifully written, but very thin in its development. Ada let me do the synopsis, and what I did was really an adaptation, filling in the holes and motivating the characters. As a result, Paramount bought it and paid the unheard-of sum (for a short story) of $15,000.* This helped me to make up my mind to do more of *that* in the future, and I surely did.

* It was filmed in 1929 with William Powell, Fay Wray, Helen Kane, and "Skeets" Gallagher.

Chapter 2

My illness, I guess, had been coming on for a long time. I had developed a sore throat and was running a high temperature. Edna West became very concerned about it. Her sister, Bill Griffith, had an old beau, an elderly surgeon named Daws Ealy, who was a wealthy society doctor. She sent me to him and he found that I had badly diseased tonsils. He told me I needed immediate surgery.

Ealy put me in the hospital. I had never had any serious medical problems, nor any experience with narcosis. I don't know why, but as I started to go under the anesthetic, I suddenly began to fight it; I felt myself losing all the power of my being and I wanted no part of it. I fought like hell and they had a hard time keeping me on the operating table. Finally, of course, I did go under. After the operation was finished—tonsillectomies are difficult in even young adults—I woke from the sedative. The reaction, arrested by the anesthetic, took hold of me again. I got out of bed before I could be stopped, opened the door, ran down five flights of stairs and, in a matter of seconds, was outside the hospital on the front steps. They finally corralled me and put me back into bed. I don't know if it was the operation or the freezing cold, but I promptly developed a severe case of pneumonia.

I got well enough to find a cheaper place to live downtown, a tiny place for maybe half of what I had been paying. I saw almost no one. My friends were busy with their careers, but things were slackening for readers in general and part-timers in particular. Production, it seemed, was gradually moving westward. California had the space, the weather, the

facilities, and now also the talent to make talking pictures; things were too constricting on the east coast. It looked as if there'd be no further work for me, at least in reading.

My appetite had diminished, so food wasn't a big deal. But then the doctor thought that I possibly had the beginnings of tuberculosis. He suggested that I go to live in Arizona for awhile. Of course I couldn't go to Arizona; I had to find a way to support myself, and there was no way to do it out there. I didn't particularly want to leave New York. I loved it, but I began thinking that California was a place where I could better find work.

When "Pointed Heels" was bought by Paramount, Charlie Brackett had given me some money—not much, maybe $600. Bill Griffith, who thought that what belonged to others belonged also to her, promptly borrowed most of it. I had very little left, so Charlie loaned me another $600 so I could get to California. My kid brother Harold, at that time my favorite, was in New York and we decided to go to California together. I bought an upper and a lower berth. He grabbed the lower. I was paying for our food and he ordered anything he wanted—usually the most expensive items. His stock sank greatly in my eyes. From then on I was leery of him; I discovered that brothers are not necessarily brothers.

I arrived in Hollywood in early January, 1929, and got a room at the old Gilbert Hotel. As I remember, I paid three dollars a day for my room with a shared bath.

Before I left New York, I had the presence of mind to talk with Walter Wanger. He gave me a letter of introduction to David O. Selznick, who was then assistant to B. P. Schulberg, the man in charge of production at Paramount's west coast studio. He said he would also write to Selznick recommending me. He told me that he and Schulberg were not friendly, but that he was very fond of David and thought he could find a spot for me.

I called Selznick's office to tell them about the letter, but heard nothing. Although I began to meet people who might

have been able to help me, it never occurred to me to ask anyone to use their influence.

One of the people I met was a writer named Viola Brothers Shore. She was under contract to Paramount and did rather specialized writing for Clara Bow. She had been a successful short story writer, considered very modern and breezy, and was an extremely nice woman. She was close to Schulberg and friendly with Selznick; she asked me what I intended to do. I told her something of myself, and about the letter to Selznick that had never been able to reach him. She said, "I'll get you to Selznick," and that she did, quickly. It was none too soon—I was down to my last few dollars.

Selznick said he remembered about the Wanger letter. He told me he was sorry he hadn't called me, but with Schulberg on a European vacation, he had been very busy. He told me that Bud Lighton, their best producer, wanted an assistant.

He sent me to Lighton and Lighton interviewed me. We got along very well. Louis D. "Bud" Lighton was a well-read, gentlemanly man, quite handsome, tall and well dressed. As a human being, he stood out from the other Paramount producers, who might have been more commercial but not of his quality. He asked me to his house for a Sunday lunch. He never made a decision without the consent of his wife, Hope. She had been a writer, and rumor had it she had been the mainspring of his career. She was older than he, had previously been married, and had a young daughter. She was a very strong-willed woman; when she married Bud, he became her career. She passed on me and I passed muster, so Bud hired me at $60 a week.

I found an apartment for $60 a month at a building called The Ojai. It was small but adequate and I thought myself in business. It was not considered quite within walking distance of the studio, but having no wheels, I did it twice a day and rather enjoyed it. I was hardly living it up, but I was getting by.

I recall my first day at Paramount because Bud Lighton was previewing his latest film that night. They had given me a small office someplace on the lot. Bud told me about the preview and asked me to go with him in a studio car. The film was called *The Woman Who Needed Killing* and was the first starring vehicle for a Russian actress named Olga Baclanova. The studio thought she was their answer to Garbo. Playing opposite her was that suave leading man, Clive Brook. It was played in some exotic locale, and she was a rather wicked femme fatale.

The preview was held at a theater on Pico near downtown Los Angeles. At the first appearance of Baclanova, the audience started to scream with laughter. Playing an alluring vampire, she was slightly on the aging side. And worse, she was a ham. I think she had been a well-known theatrical star in Europe, but as a film actress she was so overboard as to be ridiculous. Rowland V. Lee, who was usually very good, directed it. Walter Wanger, on a visit to the west coast, happened to be there. He needed no apology for his opinion of Bud's new film. He said to me, "I'm going to teach you something. Always say the film is bad. Sixty percent of the time you'll be right and, in this business, if you're right sixty percent of the time, you're a genius."

I had no idea if this film was representative of the studio's previews. If so, I, and everyone else, had a lot to learn.

I laughed at Wanger's advice. He was an opportunist, which, of course, worked for him. My point of view was different. I wanted to *choose* between the good and the bad. I was not always right, but I knew even then that all fine films were not per se commercial and that many lesser films were.

Bud told me that he wanted me to read everything—including his scripts—to make suggestions, to sit in on story conferences, and to talk to him if I had anything to say. Bud, it seemed, was familiar with my New York work and my reputation for knowing a good deal about story. It was presumed my mind worked a little differently than most. Actu-

ally I had little or no knowledge about film matters; I merely thought I knew everything and that it was easy to make successful films. In fact, in my ignorance I had scorn for those who made unsuccessful films. Later I learned that it was almost harder to make a bad film than to make a good one—if you had any talent.

I think Baclanova may have made a couple of more pictures at Paramount, but in subsidiary roles and never again as a femme fatale. She later ended up as leading lady to a midget in *Freaks*. *The Woman Who Needed Killing* went through a title change (Adolph Zukor was horrified at the idea that *any* woman needed killing) and was released in May 1929, as *A Dangerous Woman*.

Of course, block booking took care of a potentially large loss on the film. I think that was the only Lighton preview I ever attended; he didn't make that many films. He was preparing to make *The Virginian*, with Victor Fleming directing. I don't remember how many story conferences I attended with Lighton and Fleming, but I remember they had an almost wordless communication; they were decidedly on the same wavelength. (I later enjoyed the same thing with some writers, mainly Casey Robinson and Zoe Akins.)

I didn't communicate much with Fleming, but I had a little more contact with director Richard Wallace, who was working with Lighton on a film called *The River of Romance*, supposedly to co-star Jean Arthur and Buddy Rogers. I liked Wallace enormously. He had a fine sense of humor and a sensitivity I admired. The story was that he had started life as an undertaker and, in fact, he was known on the lot as "The Undertaker." When *River of Romance* went into production, Jean Arthur pulled out and went off to New York. I don't actually know why, but the story was that Selznick was deeply in love with her and when he decided to marry Irene Mayer, Jean up and quit films—at least for the time being. She was replaced by Mary Brian, a very pretty, rather innocuous ingenue, with none of the Jean Arthur spunk, but

adequate for the role. I thought Jean about as talented as anyone in films; a marvelous girl.

I was extremely impressed with Fleming as a director. He was far and away the best I had any contact with. I later visited his set a couple of times. He seemed inarticulate, but knew exactly what he wanted and how to get it. He was a powerful, handsome, overwhelming man. He had a great rapport with Gary Cooper and Richard Arlen. He later was known as a man's director, but he did very well with the women in the cast, too. He was the first really fine, creative director I saw at work.

When Schulberg returned from Europe, he exploded. He had an iron-clad rule—no assistants to producers. I had then only been with Bud for about a month. I have no idea why Schulberg had that rule—nothing was ever explained to me, and it seemed arbitrary. His other producers were run-of-the-mill men with run-of-the-mill talents and possibly he didn't want to make any exceptions, even for Bud. I know Bud was sincerely unhappy about the whole thing and had nothing to do with making the decision.

I heard about Schulberg's ultimatum from Selznick. He told me, however, that there was a job for me in the story department, if I was interested. A man called Eddie Montagne had just been hired away from Universal. Selznick knew the kind of work I could do with stories. I really had no choice, and so I agreed. He sent me to see Montagne, who had a double job as head of both stories and scenarios. (His official title was Scenario Editor-in-Chief.) I wasn't very happy about becoming a reader again until I met and talked with my new boss. He had done his homework and knew exactly where things stood at Paramount. Evidently, he had always been friendly with Selznick.

Edward J. Montague was a small dark man with a big nose. He told me he knew of my work and didn't want me to go back into reading, that I was beyond that. I brightened considerably. But he already had an assistant, Irene Francis,

who had been at Paramount for years, and he wouldn't get rid of her. He just didn't fire people. He was a man with a deep, deep sense of honor, a very honest heart, and a wonderful sense of justice. So he told me that he couldn't make me his assistant, but he wanted me to become a special aide to him. "What I need," he said, "is somebody who can stand with me and by me." He told me he wanted me to learn everything I could about films and film production. Montagne was really the only one who had the feeling I was somebody to be helped, somebody whose work could be very rewarding to him. Selznick had bigger fish to fry and Schulberg couldn't have given less of a damn.

Eddie Montagne was a very progressive man who knew the limitations of his job and wanted to go beyond them. He wanted—and was very well equipped—to get into production. And he wanted to draw attention to the story department (where all production really began), so he got an idea. He knew that most producers read as little as possible. Eddie had an idea for a weekly booklet from the Story Department, with the better stories given longer treatment and a supplement that briefly listed everything else that had been read that week. Comments and recommendations would be included, and he asked me to edit it. He hoped it would improve Paramount's buying habits. Metro and the other studios were buying better stories than Paramount, he said. He could do nothing about the quality of the producers, but he could at least try to interest them in the best properties. If they didn't want to read it, then to hell with them.

This was material so far unbought by any studio, or material that had been put on the market by a studio that wanted to unload it. Included were novels, plays, magazine stories, even nonfiction that had a good background or idea for dramatization. Agents or publishers would send their material to the studio and it would be synopsized by a staff reader, who would naturally include his opinion of the material. If Montagne or I disagreed, we would include the

reader's opinion plus our own and our reasons for it. I read, on top of synopses, as much material as possible in its original form—certainly anything that looked promising. The studios seldom beat the bushes for material. Agents or publishers or magazines brought it to them.

A good deal of the magazine material and all the plays were still covered in New York. The rest we read mainly on the coast. In all the time I spent in the business, I never knew unsolicited material to be accepted. It was sent back in its original condition, unopened, to the sender. Lawsuits were easily brought for plagiarism, usually without foundation but rather for their own nuisance value.

I usually got to the studio early. Montagne generally wanted me to be on some set, finding out how and why things worked or didn't work. Also, I could more easily see dailies in the early morning with some friendly cutter. I knew a few, and they gave me simple lessons in editing. He also wanted me to investigate the special effects department. Every word that issued from the stenographic department I read and analyzed. I endlessly discussed script and writing with Montagne.

Eddie steered me into the inner workings of the machine. He showed me how one could start with a germ of an idea and how the creative mind began to form and mold it—always hoping that it stayed on a productive track. I began to see films as small pieces of a giant thing, and I watched all those pieces come together for good or for bad.

My Paramount experience developed my sense of dramatic construction. I had had it all my life, but now it began to be refined and developed. I began to see the whys—not only the instinctive whys but the whys basic and usable. Montagne asked me one day what I felt the most important element in a script was, and I answered, "The characters." It pleased him that I saw that. When he asked me about plot I answered, "Your people dictate the plot." I told him that I thought Schulberg's weakness was that he let the plot dictate

to the characters and that was why Paramount made so many mediocre pictures. I also knew that the basic material—the source material—had a lot to do with how a film turned out.

Montagne made arrangements with Irene Wright, head of stenographic, to send me all the material that came through her department. He wanted me to know how painstakingly a script took form until its final okay. It did not, I discovered, necessarily follow that each step was an improvement—somebody, Schulberg or the producer, always had suggestions. But it did give me a picture of how the studio process worked. Montagne wanted me aware of everything that went into production. He himself wanted to be a producer, and he wanted me with him when that happened. Eventually, he also wanted me to be a producer, and he wanted me fully prepared.

Getting on sets depended on the director. When Dorothy Arzner came to the coast, it was easy; I already knew her. I had a chance to watch her closely when she was directing *Sarah and Son*, one of Ruth Chatterton's big successes. I had real admiration for her and her methods. I was always fascinated to watch Victor Fleming work. He had an inner power that made him almost hypnotic. Dick Wallace accepted me without hesitation. With others I used excuses—most of the time they worked. I was thrown off a couple of sets and I ofttimes avoided Fleming's set because I knew it was more or less closed.

When Rouben Mamoulian came to the coast we had many discussions on properties and story development. He seemed to respect my opinions. I remember when he was scheduled to do *The Story of San Michele*, a big best-seller that was more or less an autobiography of a physician. The book was full of dramatic incident without a strong story line. He asked me if I could tell him in one line the thing I took away from the book that had impressed me. I told him that one line in the book stood out to me: "Death the friend, death the enemy." It seemed to be Munthe's guide—when to save—

when to let go. Mamoulian agreed and thought I had hit upon the key to dramatizing it, but the film unfortunately was never made. *

Mamoulian also liked the way I looked. A few years later he made *Becky Sharp* for RKO. He told me some time after that he had wanted me to play Lord Byron in a foreword to the film, but had been told I had become fat and unattractive. (I doubt that in all my life I have varied more than five pounds one way or the other from the 160 pounds I weighed at 18.) I'm sure I wouldn't have done it anyway.

I didn't know the comedy directors, like Eddie Sutherland and Eddie Cline, at all. Henry Hathaway was just becoming a director after having been an assistant for many years. I knew him very little, but thought he had a flair. Otto Brower, who was a "B" director, was, I thought, a fine talent and one of the nicest human beings I ever knew. J. Walter Ruben was still a writer. We became friendly and afterward made two films together. Even Joe Mankiewicz was there; he was one of the kids, albeit very talented. His older brother Herman, who later co-wrote *Citizen Kane*, was also there. He was an excellent writer and at that time one of Schulberg's pets.

Joe, Buddy Rogers, sometimes Gary Cooper, and I often went to the gym, run by a young man named Jim Davis. We also went across the street for afternoon coffee to Oblath's. Virginia Bruce, just signed by Paramount and a breathtakingly beautiful blonde, was part of the Oblath's circle. She was probably one of the most unsophisticated girls I had ever met. She came from someplace in the Midwest and lived with her very proper family in a small apartment. Joe Mankiewicz

* Paramount sold it to Warners and years later, when I was there, I tried to reactivate it. Walter McEwen, a fellow supervisor, thought it would make a fabulous film, but no one else agreed. It was finally sold to a European producer, who made a terrible B movie out of it that had nothing to do with the material.

had a big crush on her and I couldn't blame him. I'm sure at that time Virginia thought if she shook hands with a boy she'd have a baby. Everybody adored Virginia and knew she was a real baby herself.

Montagne had little advisory strength with Schulberg. Except for Selznick and a few of the studio writers, no one had strength with Schulberg. He took the position of strong man, invincible, always right. I had only a couple of contacts with him. Years later he mellowed and I got to know and like him very much. He was basically a very nice, intelligent man. At Paramount he was partial to writers with either a literary or newspaper background. He brought most of his writers out from New York. Some of them were excellent: Charles Furthman and the Mankiewiczes, for instance. Schulberg liked reportorial writing, not topical like Warners later, but a crisp, authoritative style. Unfortunately, his own mind ran to rather pedestrian story ideas and the two styles didn't mix. He was not a sophisticate like Wanger. He was a better organizer, but not very progressive.

Montagne and I had often talked about M-G-M's Irving Thalberg. Both of us had the greatest admiration for him and for his work. Montagne knew that my ambition was to ultimately work for Thalberg, and he encouraged me in it. I watched his work and talked about him. Schulberg heard about this and, for the only time at Paramount, he sent for me.

"I could fire you for what you're saying about Thalberg," he warned me angrily. I thought he was joking at first, but he wasn't. Schulberg, I learned, was insanely jealous of Thalberg, and the name was like a red flag in his face. I was astonished; it went beyond the customary dismissal of a rival production head—it was truly a name that was never, ever mentioned.

The length of my working day depended on what was going on. If I saw rushes in the evening, which I sometimes did with the company, an extra hour or so was added to the

day. If something I wanted to know about happened at eight in the morning, I was there. I had breaks in the day: gym, afternoon coffee at Oblath's. It wasn't all nose in the book. After about seven in the evening, nothing was going on that I was allowed to see or participate in. Sometimes I stayed late to watch set construction, but not often. I was never invited to previews. I think Montagne occasionally was, but he knew better than to take me along. Schulberg was very selective about his preview list—I think he would have killed me if I had shown up at one. I was not one of the brass. He only wanted Selznick, the director, the producer, and occasionally Eddie Montagne.

Montagne recognized talent and imagination in others and loved it. He nursed it and helped it develop. He might have been a fine top executive, probably a fine producer. He knew how to work with people and get the best out of them. Although his charge was the readers, of whom there were six or eight, and the running of the stenographic and script department, many writers respected him and would drop by to discuss their work. He had a fine sense of construction (having written a number of films himself), and if they asked him to read their work, he would read it and give it to me. We would discuss it, and then he would talk to the writer and give his opinion. He was a hell of a lot more knowing than most of the Paramount producers.

Everything that came into the studio in a given week would be included in our new magazine. The best material would lead off and be more fully synopsized. In the back was a very brief summation of the material considered marginal—two lines or so on junk. We could never know what would catch someone's fancy. That's why everything was included.

There may have been one or two fair pieces of material—occasionally even something good—in which case we tried to alert the producers and some of the directors in advance. The rest was all crap—at least as far as being valid film

material. My job was to ferret out the good material and push it as far along as possible. I remember liking, for instance, a story called "I Jerry Take Thee Joan." Nobody else liked it and, as far as I know, nobody in any other studio took to it. In any case it remained unbought. Sometime later Dorothy Arzner needed a story for Sylvia Sidney and I gave it to her. She like it enormously and gave it the big push. It was bought and made into a very successful film called *Merrily We Go To Hell.* I think what held it up so long was that it was (for its day) a frank story about divorce. It was not as obvious as *Ex-wife,* an Ursula Parrot book which Thalberg made into a very successful film called *The Divorcee* with Norma Shearer, but it was still considered too daring to tackle. Dorothy had taste and talent and used them in making her film.

I could talk to Bud Lighton and a couple of the other producers, but some put up stone walls and it was useless to try to discuss material with them. Montagne wanted me to do what I could to promote the few pieces of good material that came our way, but Schulberg liked to develop original material, especially for Clara Bow and some of the other stars. Strangely, his better writers contributed few original ideas and he relied on his second line and hack writers for the original stuff. The five producers, except for Lighton, were longtime cronies of Schulberg's.

When I started I thought that one just sat down and wrote a script. I even thought that eventually all the good dialogue would be used up. I remember saying to Viola Brothers Shore, when Schulberg had thrown out one of her Clara Bow scripts and started on a new idea, "Save the dialogue!" She, of course, laughed like hell. She said, "I'll save what I can."

Sometimes, if anyone read our magazine, someone would be caught by a story and ask that it be purchased. Except for Lighton, very few producers ever read an entire book or story—that was usually left to the assigned writer. I knew some producers who based their judgments solely on synopses. Mostly their writers were assigned to them by the

front office. In fact, I doubt that Schulberg had all that much faith in his producers. But Selznick was very aware of who could do what and I think he had a lot to do with writer assignments. He was one of the men who actually read material, and quite often he would discuss a story with me.

In the beginning I had no idea of how a writer attacked an assignment, nor really what his purpose was. Bit by bit, I began to get a sense of how things worked and were accomplished, who the really talented people were—and even who the hacks were and to what use they were put. Eugene Walter, an ex-newspaperman and veteran playwright, gave me a sense of how a play was formed. Walter, not a great talent, knew what made "the perfect play." He was a master craftsman—a real dramatist. He was not young when I knew him at Paramount and had a long list of successful Broadway plays behind him. I don't remember how successfully he worked at Paramount, but he was very helpful to me, as I am sure he was to others who wanted to listen.

Walter took an interest in me and began to explain what playwrighting was all about. He was interested in me because of my sense of character and character development. He explained that not all writers had that gift, but a good dramatist always did and owed it to himself to refine his talent. I knew characters dictated the development of the play—and that trying to fit them into your own neat little pattern only destroyed their credibility. I knew that sometimes they take you where you don't expect or even want to go. But they should never be resisted.

Until I joined Irving Thalberg at M-G-M, I never knew a deep-thinking production head. Selznick had strengths—his respect for material, his wizardry with the use of people—but Thalberg was a searching man. Rouben Mamoulian and possibly Dorothy Arzner brought a little of that into Paramount. But B. P. Schulberg was not a searching mind. Of his own productions, I cannot think of one film into which he had put a personal touch, except a most surface one. Zoe

Akins, who was not a Paramount contract writer, knew the secret of character, and Dorothy did, too, but neither of them bothered to apply it beyond their own personal work. When Zoe was really functioning, she was a magic playwright. *The Old Maid*, old-fashioned as it is now, can be cited as a prime example of her work. She lets her characters lead you into devious channels far beyond the Wharton novel on which it is based. And what she did with *Camille* was a miracle. The role of the character is not to make a series of impressions—its function is rather to live before your eyes, in the time span given to it.

Our weekly story department magazine eventually went to hell. Good idea that it was, the Paramount personnel were not very responsive to story ideas, and Eddie's official assistant, Irene Francis, took over the responsibility of story circulation. After that, if I read something I thought was great, I didn't know who to go to unless it was Bud Lighton or, sometimes, Selznick, who was at that time planning a future on his own and was becoming less and less interested in Paramount's present.

I should say, in all fairness, that the story departments at all the big studios (with the possible exception of M-G-M, where more attention was paid to the inflow of material) were semi-deserts. Most of Paramount's producers at that time were not readers, and few directors paid much attention to the work of finding material for themselves. The producers based their judgments on synopses, the shorter the better, and I even knew one producer who boasted he had never read a book in his life. He was not alone—there were others who relied totally on synopses.

The writers, of course, were different. In most cases they knew what they were doing, but even then very little respect was given to the author's intent. Selznick was different. He closely read and analyzed the basic material and told me he thought the best adaptations were the material itself, and even the warts should be kept. He felt it added to the reality

of the film. He was, in a sense, a purist.*

There was a story department in every studio and usually a separate scenario department in charge of writer allocations and script supervision (usually much noise meaning nothing). Montagne, knowing how limited his ability was to stir up interest in new material, and being a lot smarter than the rest, got the idea, when the magazine fizzled out, of having me talk to some of our directors to try to interest them in material for themselves. I had good access to Arzner, Mamoulian, and several other staff directors. If I found someone smelling around or with a need, I would move in and tell them about something I thought would be of help. Even Bud Lighton read slowly and there was no way to light a candle up his ass. The other assorted producers, like Benny Zeidman and Lloyd Sheldon, took assignments from Schulberg, who was partial to original material.

One day, Montagne told me that Selznick was about to move to RKO. About this same time, Junior Laemmle, who had always had kind of an interest in me, tried to lure me over to Universal. His story man, Leonard Field, had heard about me while he was head of Universal New York and had created a sort of legend about me and my work. Junior sent for me and made me an offer for more money than I was

* Later on, at the end of his career, he lost that sense. In fact, I think that started with *Duel in the Sun*, in which he tried to outdo *Gone With the Wind*. By the time he got to *A Farewell to Arms* (1957), the original concept of purity was long gone. But he was in a state of personal doubt and had lost some of his faith in himself. How much the marriage to Jennifer Jones and his determination to make her the number-one star of the day affected him, I have no idea. Frank Ross, Jean Arthur's ex-husband (by then a producer), once told me, "I said to David, 'You've had your *Gone With the Wind* and I've had my *Robe*. Neither one of us can top them, so why try?' " I don't think that Frank realized how far out it was to place *The Robe* alongside one of the best films in history. I doubt, actually, that Frank ever said that to David. I don't think David would have spared him a couple of broken legs if he had.

getting at Paramount. The last thing he said to me was, "Give my love to Eddie Montagne."

Then Montagne sent for me and told me he was going to RKO with Selznick as a producer. He knew about the Universal offer and told me, "I would like you to go to RKO with me, but I can't give you as much money." I think Junior had offered me $150 per week and the best Eddie could do was $125. He told me he didn't want me to make up my mind immediately but wanted me to think about it. Meanwhile, Schulberg heard about all this and decided that he, all of a sudden, wanted me badly. In fact, he offered to meet any other offer I had. But there was no doubt of what I wanted: I wanted to go to RKO with Eddie Montagne. I didn't care about the money. Schulberg was furious. He said nothing to me, but he certainly said a lot to other people.

Montagne and I joined RKO on the same day. To start, I was given a small office up some stairs in a rickety old frame building. My job was assistant to Eddie Montagne.

Out of the material at RKO we chose *Little Women*. I broke the book down and began to do some research on the period—even clothes and architecture. I classified all the characters. I worked out the sense of period and tried to find a way of making it acceptable to a modern audience. Montagne was busy moving over and conferring with Selznick. It was a big operation for him to move; he had to arrange for his personal files to be moved, and I am sure he took his choice material with him.

Eddie was attracted to *Little Women* but, at that point, he didn't want to understand it as well as I did. I was actively working on it and he hadn't yet had time to go into the details, to get into the meat of it.

The atmosphere was very informal. Selznick had a lunchroom for the producers on a patio just off his office. David was always on a diet, but he thought that other people's food would have no effect on his waistline, so he would order very lightly and eat half of everyone else's lunch. He had the only

big, elegant office on the lot. It was a ramshackle lot full of old wooden buildings where the rest of us were housed.

Bill Goetz, David's brother-in-law, was brought in as a producer. We became friends, and he soon confided that something big was in the wind for him and suggested it might also be there for me. That turned out to be the formation of Twentieth Century Pictures. Darryl Zanuck was breaking away from Warners, and Joe Schenck, with backing from Louis B. Mayer, was forming the new company.

Quickly, David's team of producers took shape. Kenneth MacGowan came out from New York and moved in as a producer. I never really knew him; he was a distant, rather cold man, proud of being known as an intellectual. Lou Brock was also there, as was playwright Bartlett Cormick and Merian C. Cooper, who had been at Paramount for a while.

It couldn't have been more than a couple of months after joining RKO when one day David Selznick came up to me at lunch and said, "I have terrible news for you. Eddie Montagne has had a heart attack. The ambulance is on its way." He asked me if I wanted to go to the hospital with him. I told him I did.

By the time I got to Montagne, he was in the ambulance. I got in back with him; he looked terrible. The ambulance went like holy hell. At the hospital, Cedars of Lebanon, I stayed until I got the word: cerebral hemorrhage. Then I walked back to the studio in a daze. He died two days later. I was utterly devastated. I had no idea what I was going to do. Eddie's death was a blow to me beyond all possible blows. I really loved that man. Not only was he important in my life, but I had the deepest affection for him. Working with him as assistant, we both knew, was the first step in my becoming a producer.

After the funeral, I went back to my office. Selznick continued to send me scripts, and I was invited to all the previews, but there was no word of my future. After a couple of weeks, Selznick sent for me and said, "There's one job open

on the lot. We're making some Tom Keene westerns, and there are five left on the schedule. If you want to produce them, you can do it. They're shot in six days and the budget is $30,000. One dollar over the budget and you're dead." I asked him what happened if I went under budget and he said, "You're still dead!"

Without Eddie Montagne I might never have gotten my act together. He taught me to see things usefully and to be able to handle situations and people. He taught me to respect studio policy. I often broke rules, but never basic policy. I think it was he who taught me to work within the studio system without deep compromise. What he taught me may never have been verbal, but it was tacit. I learned that there was a unity between your work and yourself. You had to find how to best express yourself within whatever limits had been set.

Montagne was a minor executive in the hierarchy. He wanted to produce films and, with help, could have been an excellent filmmaker. As a producer you're not an executive. You have no control of the overall operation—you handle your own projects. But that, to him and to me, was far better than being boss of the whole picture. At RKO he had made a big advance, able to do and be responsible for his own work. I never met another Eddie Montagne in my entire career.

Chapter 3

Selznick told me they had gone through almost everyone they could lay their hands on to produce the Tom Keene westerns. Although RKO didn't particularly care how the films turned out, most of the previous producers had either gone over budget or had been unable to come up with decent scripts. Selznick thought I might do them "fine." Of course I said yes—I thought it might even be a lot of fun. At any rate I had no choice. What else was I going to do? Say no and be out of a job?

When I ran the earlier Tom Keene westerns, I thought him a strange choice for a cowboy hero. He did not have the robust, devil-may-care personality of a Tom Mix or Hoot Gibson. He was a soft-spoken man, on the gentle side, and in no way an extrovert. But I perceived a good sense of humor and fun in him that had not been exploited in the previous westerns. I decided that as soon as the two scripts left over from previous producers were out of the way, I would do something about that. Even on these two, some expeditious rewriting could, in a small way, aid in doing what I wanted.

I don't remember exactly when I met Tom Keene. His real name was George Duryea, and with that name he had become something of a leading man in the 1920s. For these westerns, they had changed it to Tom Keene, probably because of Tom Mix. He was a very nice, affable young man, but he couldn't ride. How he was chosen to be Tom Keene I'll never know. He would get on his horse, but for long shots somebody else would do the galloping and perform the chases. Of course, that was not unknown in westerns.

The first film I produced, *Come On Danger,* was more or less ready. The director, Robert Hill, had already been assigned to it. All I could do was get in there and get it going. Looking at the credits recently, I found to my surprise that I actually received a writing credit on it. I do remember doing a certain amount of rewriting to make the script function, as it was in a mess at the onset. I certainly couldn't have afforded paying an outside writer to do the work. I wanted to get this script in order so that it would make some sense; I thought the previous films had been downright insulting.

One of my jobs was to find subjects and titles for the remaining films. The Keenes were shot mainly on location, not too far out because we couldn't spend the money to really go to the Mohave desert or Monument Valley. And the scripts had to be fairly short—80 or 90 pages, including the action. There was probably more action in *Come On Danger* than in the later films because it originated from conventional sources. It wasn't that I wanted to limit action in the later films, but working from character did make for less action for action's sake. So they had none of the ordinary bang-bang.

The Cheyenne Kid, the second of my Keene films, had also been previously prepared. The films were shot in close order, with very little time between pictures. On the ones that followed, we had a little more time for preparation. Again, the main job I had was to get the script into shootable, logical condition and then fire. I was grim and determined to do a decent job and to get and keep things going. I played them as safe as I could.

Although I was not basically interested in westerns, I took the attitude that it was my job and I should do it well. I was practically a greenhorn about it, so I figured I had better get off my ass and push it a little bit. The only thing I could inject into the films was character, and the fact that Tom Keene was rather refined. He was not a rough-riding son of a bitch. He was not John Wayne by any stretch of the imagi-

nation. He was always the good guy and you gave him the good things to do and that was the best you could do.

One day, Selznick sent me one of his famous memos. He said, "Let's get away from the routine western. Let's do one about a circus cowboy." So I made some inquiries and found out you couldn't do even the first day's spitting for $30,000 with a circus background. Just couldn't. No possible way. But before I could report back, Selznick left for New York.

Harold Shumate, a fine and—at that time—inexpensive writer, and I decided to do a picture about a motion picture cowboy instead. I knew we could use the commissary, the studio backlot, the stages and sets, and that we could get in and shoot around other pictures that were currently in production. We could do all sorts of things, and we could do them cheaply. In other words, we could make it for $30,000.

I had known Otto Brower at Paramount and thought him a hell of a director. He had been sort of a second-unit man. He later on became one of Zanuck's directors, but he unfortunately died just when he was getting successful. Otto was a darling man, very friendly, and I thought I'd do well to get some people around me I knew and trusted. I was sure Shumate and Brower would deliver something. Otto loved the movie cowboy idea, so we went to work and concocted it. He liked Shumate very much and they worked very well together. It turned out to be kind of a fun project for the three of us. We called it *Scarlet River* (I don't know—it sounded good).

We got it ready very quickly and started to shoot. Otto had the idea of making five or six of these films all at one time—shooting all your backgrounds and chases and the like—and then shooting all the stories back at the studio. But it never really worked. Even shooting two at once was frowned upon. The production office was run by a man named Frank O'Heron, a very tough, shrewd money man. He was kind of a friend but he was also very cynical. Even if

he wouldn't let us do two at once, we still managed to use some of the location shots in the next Tom Keene film we did.

Scarlet River and *Crossfire* were the two made with the Shumate-Brower team. To my amazement, *Scarlet River* got some attention in New York, where the Roxy ran it for a week. It was the first time one of these $30,000 pictures had ever made a top theater in New York; the rest of them all went into the junk heap.

David Selznick didn't pay the tiniest bit of attention. He didn't even say thank you for getting a New York booking; perhaps he didn't notice. He was getting the top films going and getting ready to make another move. *Crossfire* was my title, but I think the idea was Harold Shumate's. Otto Brower and Shumate, by this time, were working extremely well together. Shumate was developing and Brower was showing all the stuff I knew he had when I knew him at Paramount. In fact, Brower could have been, although he was much more affable, another Henry Hathaway. He was slightly more vulgar, but not outrageously so. One time he was shooting a beauty pageant in a film we made called *Headline Shooter* and he paid special attention to the crotch shots of the girls. But he was very happily married and very much a family man. I think he could have been as good as Hathaway if he really believed he could. Hathaway was a very self-contained guy.

Making these five westerns took approximately eight months. As we were finishing them up, David Selznick moved over to M-G-M. He had always said he wouldn't go to work for his father-in-law, Louis B. Mayer, but he saw no future at RKO and the thing was so laid out for him that there was not much he could have done. Irving Thalberg had a lot of respect for David and was very agreeable to Selznick's deal at M-G-M. I think there was much more rivalry on Selznick's side than there ever was on Thalberg's. Thalberg was not a man who gave a damn about rivalry. He had no jealousies of any sort.

In Selznick's place, Merian C. Cooper rose to the top at RKO, primarily, I think, because of his closeness to the Whitneys, John Hay Whitney in particular, who had money in RKO. He had also made *King Kong*, which was a huge hit for the company. I don't know why he took the job (I'm not sure he especially wanted it).

Just about the time he came in, Roosevelt's bank holiday was declared. All the studios—RKO in particular—were on shaky ground. A meeting was held, at which they asked everybody to take a fifty-percent cut in salary. I had never seen Cooper before, let alone met him. I had thought him a strange choice to head RKO, but his appearance at this meeting changed my mind. He had power and a look of honesty. At my turn, Cooper said to me, "Will you take a cut?" and I said, "No." I wasn't getting that much money, and it was outrageous to ask the little people to take it. I knew goddamned well that the big people were not taking it. When I said no, Cooper asked me, "Do you have a contract?" I said no. He said, "You've got a lot of guts. I could fire you." The crisis didn't last long and everything returned to status quo. But Cooper never forgot me.

He sent for me one day and said, "I like your westerns. I think they're pretty good." But he told me they were not going to make any more Tom Keene westerns. Instead they had decided to make a series of "action" pictures, nine in total. They were to be made for $75,000 apiece. He told me, "You will have three and Shirley Burden (a very rich young man and a friend of the Whitney group) will have three." One of the readers in the story department, a young man named Jerry Sackheim, was to have the other three.

While I was finishing up with Tom Keene, a publicity man around town named Russell Birdwell (who was later to become the most successful and celebrated of all Hollywood publicists) came to me with the idea of doing a film about a flying circus. He had an outline that wasn't very good, but I thought the background interesting and promising. Bird, it

seemed, wanted to be a director, though his outline had no characters, just action. I investigated. I found out we could make it for $75,000, which was the most important consideration. Most of the film would take place on the ground, and almost all of the flying stuff could be done in front of a process screen. And there were enough stock shots around to help us cut costs. So I talked to Cooper and he thought it sounded like a good idea. He didn't think as much of Birdwell as I, but Coop deferred to my judgment and said, "Fine, we'll do that as the first one." Then he asked if I had an idea for the second one. I told him I had had the idea for a long time for a film about a newsreel cameraman. He asked if I had a title for it and I said, "Headline Shooter." He said "Good. Go to work on that." The third one on my schedule wasn't yet settled.

So I had two to work on. I did a rehashing of the flying circus story. Sidney Howard was a friend of mine, and I borrowed an idea from his play *They Knew What They Wanted*. I made it the story of two brothers—the older brother married. When the younger brother comes in, a love affair develops between him and his brother's wife and leads to the eventual sacrifice the older brother makes. RKO had a lot of people under contract; I didn't know enough to go out and try to get better ones. We had Arlene Judge and Eric Linden under contract. Ralph Bellamy was under contract, as was Bruce Cabot. So I took them all. I really went shopping off the shelf. Bellamy was the only real actor and proved it. Frank O'Heron kept saying, "It's the worst cast I ever heard of, just the worst! Jesus, God, who the hell would look at it?"

All I knew at that point was that I could get the job done. It was that simple. I could start with nothing and end up with a picture. The idea of quality had not yet entered my head. Yet I had had a better grounding in three years than most people: a man behind me who had taught me the fundamentals and who saw to it that I met people. I knew about choice of material, script, casting, direction, camerawork, the production office, editing. All in all, I was well off.

On *Flying Devils* I had worked up a four-page outline detailing the characters—their relationships and where they were going. I put Harold Shumate on the project to work with Russell Birdwell. Then Cooper sent for me and said, "Now that you're out of making westerns, I don't want any more schlock writers on your pictures." He associated Shumate with the two westerns. I told Coop that I had the greatest respect for Shumate, but he wouldn't be swayed. "Get rid of him, or I'll get rid of him for you," he ordered. So Shumate was off and he, of course, blamed me. Not long afterward, he married my secretary. She blamed me, too, but there wasn't a thing I could have done about it. I was in no position to argue with Merian C. Cooper. Byron Morgan and Louis Stevens, who did the script, were either the best writers available or were writers Birdwell knew; I don't remember. I made sure, as the script developed, that the characters were there and remained true within the limitations of the piece and that the script was well-formed and entertaining.

RKO had few or no contract writers. One used freelance writers and chose (after careful interviews) the ones that seemed best adapted to the material and could easily be worked with. A big studio like M-G-M had a stable of writers, as did Paramount and others. At RKO, we had a scenario department that would recommend an appropriate writer. If I did not know the writer, we would have a conference, and if they were promising, I would try them. In this manner, I could prepare three or four projects at once. Something happens to you and you keep fresher and work at less of a drive if you work on three or four at once. Work on *Headline Shooter* started almost immediately after *Flying Devils* was put in motion. The most I would spend on any one project was a few hours a day, or as little as an hour a day. Once a week we would have a story conference. Before the conference, the work done up to then was sent to me and, at the conference, we would work over the material. I generally did some work on my own, some of which remained in the final script.

Shooting began on *Flying Devils* with Russell Birdwell directing. And the script of *Headline Shooter* was coming along nicely. I asked Cooper if I could go to Del Monte for a long weekend—leave, if possible, on a Thursday, to return the following Monday. Del Monte was near Pebble Beach on the California coast, a great old hotel which made the Hotel del Coronado in San Diego look like a dump. I had just arrived when there was a message for me from Cooper. I called him and he told me he was taking Birdwell off the picture. I said, "You can't." He said, "I don't like his stuff." I told him I would return immediately, but he said it could wait and to come back when I was supposed to.

Cooper wanted Irving Pichel to replace Bird. "The actors are so lousy," he groused. I told him I didn't think they were *that* bad, but that Pichel might be of some help to us as a dialogue director. But I refused to have Birdwell off it and he knew better than to argue with me. Bird had been a publicist before and went back to being a publicist after. He thought, of course, that I had taken him off the picture. Years later, he told me he had held a great grudge against me, but then Merian Cooper told him what had really happened. I don't think Coop thought Birdwell's work as bad as he said, but Pichel, primarily an actor, had worked with Ernest B. Schoedsack (Cooper's old film-making partner) on *The Most Dangerous Game*. Ironically, Pichel later did his best film with me, *Tomorrow Is Forever*. I liked Pichel very much. He was a very erudite man who taught college and had been successful at the Pasadena Playhouse. I think Cooper rather looked up to him.

Allen Rivkin, a friend and a fine writer, was working on *Headline Shooter*. He was an excellent idea man and a solid constructionist. He understood what I understood—that the characters pushed the action. The cast was a good deal better than for *Flying Devils* and included Frances Dee, William Gargan, and Robert Benchley. Benchley was an old friend of mine from New York and I thought he was the funniest man

I had ever known. In fact, he contributed a little to the writing. Agnes Christine Johnson supplied the continuity—mainly a process of numbering the scenes. She was supposedly happily married, but she was a predator. Arthur Kober did additional dialogue. He was a very bright young man, at that time married to Lillian Hellman. He wrote excellent dialogue and was quite witty. I wanted a fast, amusing adventure picture with its share of thrills.

Even though he had directed two of those disqualifying westerns, Otto Brower was so obviously superior to anyone else around—and so right for the subject—that I couldn't not have him as director. Immediately after finishing *Headline Shooter*, he was brought to Columbia and, eventually, to 20th Century-Fox, where he was involved in a lot of good pictures.

My third "action" picture for RKO was something called *Blind Adventure*, which came to me in a sort of complicated manner. It was written by Ruth Rose, Ernest B. Schoedsack's wife, and therefore someone close to Merian C. Cooper. Ruth had co-written *King Kong*, which would have given her weight even without the Cooper/Schoedsack connection. *Blind Adventure* was originally assigned to Jerry Sackheim, but Cooper, for some reason, didn't like how Sackheim was handling it. One day Coop said to me, "I like the work you're doing. Will you take over the Sackheim projects?"

Sackheim, it seemed, had no program at all. That was it. "You know how close Schoedsack, Ruth Rose, and I are to each other," Coop continued. "I don't know how good *Blind Adventure* is, but I don't want to hurt Ruth's feelings and if it isn't great, well, for the money it doesn't matter that much."

Schoedsack was not available at the moment, so we prepared the script without a director, although Schoedsack did eventually direct the picture.

Cooper had faith in me and helped in every way he could. He was the kind of man who believed in positive action and felt that I was, in many ways, like him.

But I don't think I was developing greatly; I was too busy just keeping things going to make any judgments. *Blind Adventure* belonged in a class slightly above the $75,000 action films, but it was basically Coop's and Schoedsack's. I think Coop felt safe in assigning it to me because he knew I would get something a cut above what it might otherwise be and that it would stay within budget.

Shirley Burden did a couple of films at RKO, including *She*, but like Sackheim, his program never came to fruition. Of the three of us, I was the only one to draw dependable results. *Flying Devils*, of course, was just a run-of-the-mill RKO "B." It did what it was supposed to do. *Headline Shooter*, on the other hand, got a lot of attention and a lot of playing time in places in which that sort of film didn't usually get booked. I thought it was a hell of a good piece of work, thanks to Brower, and from the producer's standpoint, it was basically mine. It was something I had conceived, watched, and cared for.

On *Blind Adventure*, I again had the help of Robert Benchley, who added a certain lightness and flair to the script, which it desperately needed; Ruth Rose's stuff was routine and rather drab. Benchley was the kindest man in the world and, although I don't specifically remember, he would have done it for nothing. Cooper counted on me to give *Blind Adventure* some extra pizzazz. Its quality didn't matter that much and the script and my face told him the story. *Blind Adventure* is the one film of my entire career of which I remember absolutely nothing, excepting the circumstances surrounding it. All I remember is that it all took place in a London fog and that the cast—Robert Armstrong, Helen Mack, Roland Young, and Ralph Bellamy—was the most impressive thing about it.

Merian Cooper was a freewheeler and an open man. He had no side and made you feel that he was part of you and that you were part of him. Coop was out of place in his executive position at RKO, but he had a ball for a very short

time. Then, when he decided he didn't want to do it anymore, he had himself a convenient heart attack and thus ended his tenure. He was a tall man, slightly bald, not particularly handsome, but with wonderful blue eyes. To me, he was a man worthy of the deepest respect. He didn't have Selznick's gift for cinema, nor did he have Selznick's quest for perfection. He had little interest in so-called "important" subjects, yet he was an important producer in his day. He wanted you to be good at your work, and he knew how to put you on your mettle. Cooper had been all over the world and done all sorts of outrageous things. There was no way to impress him—no way. Had I started with him, I would have learned nothing. Cooper put you on your own to use what you had already learned. And he gave you all the support in the world—everything. Selznick would smile and have a knife at you. Cooper had no guile in him.

Two Alone, my last picture for him, also came about in an unusual way. Dan Totheroh had been a friend of mine. Some years before he had written a haunting little love story called *Wild Birds* which, as a play, was considered a minor masterpiece. It had been written when Dan was very young. He had a strong streak of poetry in him and the play was exquisite, but fragile. I had met him through my agent friend, Mary Alice Scully. He was married at that time to a rather nondescript girl and resembled a little Bob Sherriff in build and appearance. (Dan afterward went to Bali, left his wife, split his life wide open, and came back a new man.) He had given me a copy of *Wild Birds* to read and I was fascinated with it. What it would be like today I haven't the slightest idea but, at that time, it appealed very deeply to me. After *Blind Adventure*, which Cooper had thought to be an excellent job and had fulfilled his hopes of being respectable for Ruth Rose, he came to me. He had just married Dorothy Jordan and he wanted a film for her. She was a Southern girl, a very sweet, appealing young actress, but not quite young enough for *Wild Birds*. It was the story of two kids—real kids—caught

in an emotional involvement quite beyond them. Nonetheless, when Coop asked me if I had anything in mind for Dorothy, I told him I had a story. I told him I didn't know how commercial it was, but it had fascinated me. I gave it to him. He read very it quickly and said, "I want to buy it." Just like that. "I want to buy it and we'll do it." Coop was a man of strong—and quick—decisions. "This will make a sure star of Dorothy," he declared. I hoped he was right.

Dan didn't want to do the script and recommended a credible writer named Jo Lovett, who was married to director John Robertson. She had been writing for a long time and had done *Our Dancing Daughters*, among others, at M-G-M. Later, I brought in Joseph Moncure March, who had finished a contract with Howard Hughes, to punch up Jo's work. March worked fast and was an excellent dialogue writer, which Jo, having written a number of silent pictures, was not.

Wild Birds began production and, mainly because of Dorothy Jordan, it was a real "A" production. She was married to the boss and he had high hopes for it. Elliot Nugent, an up-and-coming film director who had been very successful as both an actor and playwright, directed. I stayed very close to this one. It was shot mainly in Sonora, the gold country of California. The scenery there was spectacular and the country had changed little from early California days. We all went up there together and began shooting. Dorothy was in her early twenties, but she really wasn't a wild bird. She had a lovely practical quality that made her not quite right for the part, but nobody had any worries about her; I certainly wouldn't have known the difference in those days. Then Cooper was suddenly taken sick and went to the hospital. Dorothy left and went to him, so shooting was suspended. Finally, word came back from the studio that Cooper had had a heart attack and that Dorothy was not going to return. The company was to stay there and I was to return immediately to the studio to meet with Pandro Berman, who was to assume Cooper's responsibilities. He, in turn, was

friends with someone at M-G-M and they chose Jean Parker, an M-G-M starlet and one of the sisters from *Little Women*, to replace Dorothy. We started again with Jean Parker and Coop took a leave of absence from his job and he and Dorothy sailed for Honolulu.

Tom Brown, who played the boy, was an excellent young actor. He was nice enough looking—not handsome, but appealing—and was right for the part.

But ultimately I was not happy with the film; it didn't jell at all. The poetry of the play disappeared and the film seemed to me leaden. Maybe the material just wasn't *film* material. I had been so highly enthusiastic about the property, I probably didn't have the perception at that time to examine the screenplay and discover its faults. With my limited knowledge, it seemed to be right.

I enjoyed the filming, but began to sense from the rushes that it was not what I had hoped for. Jean Parker was no better a choice for the role of the girl than Dorothy Jordan. In all fairness, what it demanded I have seen in very few actresses. You could say it was aimed for art-house audiences, but at that time they didn't exist. *Two Alone* had been calculated to give RKO a little class, but I doubt that it did. Coop, at first, was as taken with the project as I, but I never heard from him about it after Dorothy left the film. He had lost all interest in it.

I had two or three more films to make under my commitment with Cooper when *The Crime Doctor* came along. Jane Murfin, who was married to Donald Crisp and who had always been Pandro Berman's special writer, came to me one day. She had liked *Two Alone*, liked the daring of doing the film at RKO. She told me, "I have a project that has intrigued me for a long time. And I want to get a film for Donald. He has been very ill and I'd like to do something that would help him both therapeutically and career-wise." She was very good to Donald, who was not so good to her, nor to any woman. I liked Donald and got along with him very well. I

also thought him a very fine actor. He was a Scotsman and probably the richest actor in Hollywood at that point; he not only had every nickel he had ever earned, but he had made some very wise investments indeed. Jane mothered the hell out of him; I guess she mothered all the men in her life.

Jane continued: "I have a story, but it's been made before. It's Israel Zangwill's *Big Bow Mystery*. RKO owns it. If you'll use Donald, I'll write it." Then she added, "Of course, if you don't use him, I suppose I'll do it anyway." She told me that she hadn't been able to interest anyone else in the project. I said, "Let's do it." She said, "I even have a title for it: *The Crime Doctor*." I liked it.

So we set about. Coop was still on leave of absence, but, by my arrangement with him, Berman had no way of stopping me. Jane wrote a beautiful script. She was a really fine craftsman. Her dialogue was good if not brilliant. The budget, although moderate, was larger than any I had had before. It was accepted by the production office, and John Robertson—Jo Lovett's husband—was chosen to direct. He was a very nice man—generous and good—and we had a wonderful time making it. The cast was good—if not big box office—Otto Kruger, a fine actor, Karen Morley, Donald Crisp, Nils Asther. They all suited their roles, but the script was the star. Kruger, who had commitments with RKO, played the lead, but Crisp played a key part in it and was excellent. The film reestablished his demand. I was on the set a great deal because Robertson wanted me and kept me there. He was a very good technician but didn't have that sense of talking pictures. Yet he did a good job. The film really came off and the previews were excellent. I can't take too much credit; it was Jane's show. I kept it going and followed Robertson through the cutting and saw to it the film had pace, which is something I always try to invest in a film if I can. The film was a big success both financially and in bookings. The critics were laudatory—a little carping at the dream ending, but the audience loved that. It was a very professional job.

Stingaree, which followed *Crime Doctor,* had a bigger budget still. It had a top director in William A. Wellman and starred Irene Dunne, then RKO's ranking queen. Merian Cooper had returned (without enthusiasm) at that point and I think he and Schoedsack owned or in some way controlled the rights; it was another of those projects he asked me to do. Written by E. W. Hornung, the Australian writer who also wrote *Raffles, Stingaree* was based on a series of short stories about an Australian highwayman—a sort of Robin Hood. "It's something Schoedsack and I always intended to do," Copper told me, "but we're both tied up now and I'd like you to do it instead." After reading it, I found it something less than easy to warm up to. Coop knew that but still wanted me to try it. I had a hell of a time with the script—it was a bugger. I brought in Lynn Riggs, whose *Green Grow the Lilacs* later became the musical *Oklahoma!,* and Leonard Spigelgass (I think it was his first writing assignment). They worked together and it was just murder. Everything they brought in was loose and undramatic. Riggs was a very good dramatist and Spigelgass had an impressive gift for dialogue, but somehow it just didn't jell. Basically it wasn't much of a story; it had no structure. It was about an Australian opera singer who returns to her native land for a tour and is kidnapped by the bandit. Eventually I replaced Riggs and Spigelgass with a woman named Becky Gardner. She was married to somebody who had a lot of money and she had been at M-G-M for a long time. She was a very strange lady—dark hair, had once been quite a beauty. She came on the project to get it ready for shooting. I remember she kept promising to deliver script, but she always had an excuse for not delivering script. One day she asked me to have dinner with her at the hotel and said, "Oh, I left all my material on the desk and opened the window and it all flew out!" I looked at the window, which was tightly screened. "Becky," I told her, "for God's sake stop making these ridiculous excuses and get to it. The picture is going into production and I have no script."

I put her on her honor to get going which, grudgingly, she did.

Spigelgass was bitter against me for years, but we were getting no place, and although Becky was only a small improvement, at least she finally did a script with some material that would play. Her script was very pedestrian, but it was a complete script: it had a beginning, a middle, and an end, which God knows Spigelgass and Riggs had been unable to come up with. Bill Wellman has been quoted as saying that *Stingaree* was the worst movie he was ever associated with, and I'm sure it was. I can't say it was the worst movie *I* ever made, but it was among the worst. In addition to our scripting problems, we were having a hell of a time getting a leading man, and I was very stupid about it. Because of *Cimmaron*, which Irene Dunne and Richard Dix had done and which had been a great, great success, I said, "Let's put Richard Dix in it." The funny thing about Irene Dunne was that she was saying yes and no and yes and no, and an agent asked if I would like to have Grace Moore do it instead. She had done a couple of films at M-G-M but had made no great impression. I met Grace and fell madly in love with her. She flirted like hell with me. And then, when I got real serious, she introduced me to her husband one afternoon: a charming, very handsome young South American. Grace was a minx and I loved her—and we had a long, long friendship. I was constantly meeting her in the most unexpected places, and we were always happy to see each other. I thought Grace the most enchanting, exciting person I ever knew. She was just marvelous.

Unfortunately, Merian C. Cooper resigned his position while we were preparing *Stingaree* and I was left at the mercy of the singularly unexceptional Pandro S. Berman, who quickly replaced him. I talked to Pan Berman about Grace Moore. He made a face. "No way, no way!" he said. He saw absolutely nothing in her. So she went to Columbia that same year and made *One Night of Love*, which was an enormous

success in every way. She was, in fact, nominated for the Academy Award for it.

Irene Dunne finally said yes and went along with the Dix casting. Irene still had some commitments left on her RKO contract, and I think she wanted to get them finished. I think that's why she okayed *Stingaree.* It was Dix's last picture on his contract.

At the same time we were shooting *Stingaree,* John Cromwell was making *Of Human Bondage* on the lot. I was running the full complement of studio dailies with Berman and as we watched the *Human Bondage* dailies, I felt increasingly uncomfortable about *Stingaree* and said something about them in comparison with the Cromwell dailies. Berman waved the comment aside. "Oh, I love *Stingaree.* I think it's great." I looked at him and thought, What taste! I knew the film was a hoot.

I was later quite surprised when the film received good notices and even played the Radio City Music Hall. I never knew why Wellman even did the film. He had won an Academy Award seven years before and was considered a top director. He was also a wild man who proudly hated all producers. I got along with him as well as anyone else—possibly a little better because I was young and did not haunt his set. The picture cost a couple of hundred thousand dollars, which was an "A" RKO budget. It was, in fact, the most expensive film I had made up to that point.

I never knew if Berman liked the finished film, although he had genuinely liked the dailies. It brought me up to my last RKO picture, a film more to my liking called *When Sinners Meet.*

It came about because RKO needed a film to complete Clive Brook's RKO commitment, and they needed it immediately or they would lose that commitment. J. Walter Ruben, now a director, was on the lot and looking for a piece of material. "Paramount owns a play which could be prepared in no time," I told him, "and could quickly be shot. It's called

The Dover Road and they've never wanted any part of it." I think it had been bought by Walter Wanger, which at that time was the kiss of death. Ruben promptly read the play and liked it very much. And since RKO was doubly up the creek, Berman said, "Buy it." Paramount thought so little of it that, to get it off their books, they actually *gave* it to us! Didn't charge us a dime; it was an embarrassment to them.

I knew I could make a respectable film of it. It was witty, beautifully written, sophisticated. Predictably, Berman didn't like it much, but he essentially had a gun at his head. It was placed into production very quickly and made very cheaply, and for my money it was a funny play that made a very amusing movie. It was about a man who ran a sort of halfway house near Dover who trapped eloping lovers on their way to France and some peaceful sinning. It suited Brook and Diana Wynyard, whom we borrowed from M-G-M. He was the host—she the eloping lady. Billie Burke, who was an RKO standby, was also in it and extremely good. *When Sinners Meet* also played the prestigious Music Hall. The critics were pleased, although they recognized that it was by and large a photographed stage play. Still, they appreciated the fidelity of the screen adaptation and thought it was very well done.

The day *The Dover Road* finished, Pan Berman sent for me and said irritably, "I don't like your films. They have no action. Your westerns stunk because they had no action. You have no sense of action." He never stopped using the word "action." (I don't know what action his lousy Hepburn films had.) He wanted to put me back in the story department. "Of course," he added, "you can't be head of the story department. But you can be a reader." I said, "Is that an ultimatum?" He said, "It's final." I said, "I quit and that's final!" He very much wanted me to go back in the story department. I think it was kind of a way of punishing Cooper, and he thought he could pressure me into doing it. He said, "Do you have any

money?" I said, "Enough." I told him I would survive. I went down and cleared out my desk and left.

Chapter 4

I didn't know what I was going to do after RKO; I had no prospects lined up. Irving Thalberg was very much on my mind, but I had no access to him and it was only a remote possibility that I ever would. I was in no way proud of my achievements so far, but they had served their purpose and had taught me a lot. People I had known still sent me their stories and scripts to analyze. They valued my abilities, but I didn't have sense enough to capitalize on them.

I was living in a nice house in the Los Feliz district of Los Angeles and was able to keep my head above water, in spite of the fact that my father and mother had moved to California and I was contributing heavily to their support.

I spent months trying to get a job. Then one day I met the legendary screenwriter Frances Marion. A friend of hers and mine, Alex Tiers, took me to her house, a large estate on Selma Avenue, just west of Fairfax. It was a beautiful house with a good deal of surrounding land; in fact, her house and the one next door (owned by Dick Powell) took up an entire block.

Frances had a marvelous household. Her maid was Emily, who had a slight European accent. Emily had been with her a thousand years. Sigrid, who later worked for me, was, I think, the finest cook I have ever known. Ed, Sigrid's husband, was the handyman, gardener, chauffeur, and general factotum. She also had Signe, a robust, sweet-tempered Swedish girl, who was the housemaid. They all had great respect for the house, which they cared for beautifully.

Frances was still one of the top-paid writers of Hollywood. She dated way back. She had been a great beauty; God

knows the early pictures of her were fabulous. She and Olive Thomas were probably the two most beautiful women in the industry up to that time, delicate, small-boned, rather fragile types. But Frances was anything but fragile. She came from Northern California, from the Napa Valley. The family name was Owens, but she took the name of a relative, who had been a famous Civil War general. Her mother was a large woman with remnants of great beauty and a very lovely lady.

When I first met Frances, I was enchanted with her still remaining beauty: the perfect teeth, the beautifully coiffured mane of heavy red hair, the warm and charming manner of her personality. Frances had two kids. One was her son by actor Fred Thomson, to whom she had been married. His name was Fred. The other, adopted, was Dick. Frances thought the house on Selma a big comedown. She and Thomson had had an enormous estate which Frances sold after Fred's sudden death in 1928. He had been a big cowboy star, and one was led to believe that Frances had had a big hand in his career. They had made millions, but Frances was on the extravagant side. She spent a lot of money on clothes, ran extravagant households, supported many people apart from her family. She was nonetheless a shrewd businesswoman. She had also been married to George Hill, a very talented director who had killed himself just before I met her. They had been separated; I never knew the circumstances.

Frances had great power, which I did not know at the time. In fact, I knew very little about her professionally and nothing was discussed. Irving Thalberg told me later she had been his first scenarist and that they had been together ever since. I'm sure Thalberg knew how limited her usefulness was for talking pictures, but he adored her and trusted her totally. Just before his death, though, he told me that before she had sailed for England, and without discussing it with him, she had committed herself to a contract, I think with Sam Goldwyn. I never told Frances he knew because I had great respect and affection for her, and I doubt that Thalberg

had discussed it with anyone else. She would have been devastated had she known.

Anyway, Frances took to me the first moment she met me. The kids absolutely adored me; I think they loved the idea of having a man around. Fred and Dick were the best of friends. Dick didn't know that he had been adopted. Actually, they were only a few weeks apart in age, but Frances had pushed Dick's age back to make it seem right. Dick later became an Air Force pilot and Fred a university professor. I was there constantly—Frances would never let me go. She knew I wasn't working, and since her work was done at home, she had me there every afternoon and most evenings for dinner.

Frances was quite a lot older than I was—probably in her forties in 1934—but she was determined to get me. She had a feeling for me that was not motherly. She was used to getting her way, but she didn't that time. Yet, she was a fine lady, enough of one to accept things as they were and let it make no difference.

It was easy to be seduced into a life of fun, sports with the kids, great food, and good conversation. Frances and I played a constantly going game of casino, sets of three—two dollars, two dollars, and four dollars. But no money ever passed between us because I wasn't working and getting good and worried about it. One day, in the middle of a game, Frances asked me what I intended to do with myself. I told her that I was trying to land a job, had worked on ideas which I had presented at various studios I had entree to, but that nothing had developed. I was possibly naive, but I didn't put our friendship to any professional use; it never occurred to me that she might be helpful to me. I told her about Eddie Montagne, his hopes for me and his unlimited admiration for the work of Irving Thalberg. I had never seen Thalberg, didn't know what he looked like or how he had achieved what he had, but I did know that in an industry with a limited ambition to achieve real quality, he stood out like a beacon. I told her I had always hoped to meet and to work with him.

I wanted to learn all there was for me to learn and to elevate myself to as much a level of excellence as there was in me.

Frances didn't respond. Then, a few days later, she casually told me, "I had a talk with Irving and he'd like to see you." She had been clever: she had not built up my expectations until she had already gone to him. I'm sure she had put it to him on a personal basis. Nonetheless, I went home delirious.

When the time came for our appointment, Frances and I drove together to the studio. At that time Thalberg had a bungalow on the lot. I found out later he had fought with Louis B. Mayer and had given up his job as head of production to get a unit of his own, separate from everyone else. His unit was quartered in the Thalberg building—a two-story structure.* (The last time I was on the lot it was the studio hospital; I don't know if it was built for him or not.) There was a series of offices and a staircase leading to the second floor. The whole building was beautifully kept and well furnished. To the left of the waiting area, railed off, were the desks occupied by Thalberg's two secretaries. His executive secretary, Vivian Newcombe, was a woman in her forties, rather plump, but pretty and very sweet tempered. Goldie Appleby, a young and good-looking blonde, sat a little distance from Vivian.

When Frances and I arrived, Vivian greeted Frances warmly and said, "I'll contact him." To my surprise, we got right in. I had heard stories about waiting hours or days or weeks to see him. The inner office, Thalberg's, was the full length of the building, probably forty feet in length, but not too narrow. He was sitting at his desk, a long table, at the top of the room. As we walked to his end of the room, Thalberg got up and met us. He was carrying a cane, which he often

* Not to be confused with the administrative building that later bore his name.

did, not because he needed it to walk, but because it was kind of a power symbol, I think.

He hugged Frances. She introduced me and Thalberg acknowledged Frances' introduction with a smile and a handshake. "Frances has told me some good things about you," he said. He asked us to sit on the sofa and took a chair opposite us. He looked directly at whom he was addressing, something I always noticed about him (except when he was pacing the floor in a story conference). It crossed my mind that I ought to be totally honest with him and tell him of my longtime admiration of him and my desire to work with him, but I realized it would sound like so much flattering blather. His honesty seemed to be what I had always hoped it would be. He was very loose and easy, always totally in charge of the situation.

I told him of my brief career thus far, why I had quit RKO, of my admiration for Cooper as a man, of my feelings about Berman, and my appraisal of Selznick. (He cued me in all this.)

Frances had advised me to think of an idea for a film. Whether he liked it or not, it would give him an idea of the way I thought. I had been interested in an idea which the studios had never touched: the story of Gilbert and Sullivan, their relationship and their work. I thought it was possibly the making of something, especially since it would be the first opportunity to introduce their successful operettas to film audiences. So when Frances said, "I think David has a great idea for a film," I went into it and made the best presentation I could. I told him of the feuding partners and their sometimes hilarious (but not to them) fights. I wanted to concentrate on the men, but also use the music in the film. I told him that the music would not be used to stop the flow of the story but to push it along. I had done a good deal of research, but at Frances' advice had not put anything on paper; she suspected it would tell better than it would write. Thalberg said, "It sounds interesting. Personally I know little about it, but

I'll have it researched and get back to you." He was very cordial, but his handshake was distant; he was not in any way committing himself to me.

The interview lasted twenty or twenty-five minutes. When we got outside, I remarked that I had thought Thalberg a very handsome young man; I was surprised that he was so good looking. And he had a charming voice. But I was not surprised at the clarity of his thinking. He was cultured, but not overly so. He was a gentleman of the first water and a very nice human being. "He liked you," Frances enthused. "I know he liked you." It was not a lack of confidence that made me say, "I hope." It was only that it all meant so much to me, I couldn't really believe it had happened so easily. We got into the car, went home, played a few rounds of casino, saw the kids and played with them in the garden, and had dinner. Life, in other words, went on.

Nothing happened. Absolutely nothing, no word of any kind. I gather Frances didn't want to pressure him. It must have been five or six months later, and I was getting desperate for money. I was peddling a couple of ideas at Universal which were not things I would have presented to Thalberg. I had known Junior Laemmle previously, but we were not friends. He had played around with the idea of hiring me, but with Laemmle I was always out of sight and out of mind. I was in the hall and I ran into Phil Berg, then probably the most successful of all Hollywood agents. I didn't know Phil, but I knew his reputation. He introduced himself and asked, "What are you doing here?" I told him what I was doing. He said, "You shouldn't be around hawking your own stuff. Why don't you get an agent?" I said I didn't think any agent would handle me. He said, "I would. I think your stuff is good and I would be happy to have you." He asked me how much I had made at RKO and I told him. He said, "I would never take anything from you until you reached five hundred a week. Then I would take my regular ten percent commission." He told me he would work with me and do everything

he could for me. I didn't go into the Thalberg situation, but I was floored by his offer; my work so far had not been of the stature of the people he represented. Later, I went by his office and signed a contract. We became good friends; I knew he was a very valuable ally. Phil was different from other agents. He really cared and worked for his clients. And his advice was invaluable. He could be scorching if he thought I did something wrong, and very understanding and helpful in difficulties.*

Soon after that, Frances told me she had talked to Thalberg. His reaction had startled her. "That's an arrogant young man," he told her. "You and I are simple people. We have position in the industry. He has no position in the industry and he's arrogant!" Frances told him she didn't think me all that arrogant, just self-assured. Then she made another appointment and told me that I should go in and see him again. I told Phil Berg about it. Phil said, "If you need me, I'll be there. But if Irving sent for you, you'd better go. It might be the break of your life."

I was relieved. I had no feeling that I should return with my head hanging to atone for my first impression. It may have only been a misunderstanding. I was not arrogant, but

* The other major agency was Joyce-Selznick, owned equally by dapper Frank Joyce, married then to Alice Joyce, the onetime film star, and Myron Selznick, brother of David. Myron was a ruthless, dynamic, though likable, young man. These two agencies ran on dissimilar tactics. Berg was persuasive, hard working, and completely open with both industry executives and clients. Myron Selznick, on the other hand, held a grudge against the industry that had destroyed his father, Louis B. Selznick, and was determined to screw the last monetry ounce out of the studio bosses, many of whom had been involved in his father's downfall. He had a brilliant stable of clients, equally as dazzling as Phil Berg's. But Berg was close to his clients, and many of them were close friends, while Selznick kept his distance. He was, however, completely ruthless in the interests of his clients. For this he was much courted and admired.

I knew enough about life to know that *mea culpa* was not what was demanded.

As always, Thalberg was prompt and saw me at the appointed hour. "I've decided to hire you," he told me. "I want to bring in a couple of young new associate producers." He added, "I've looked at a couple of your films and I think that, for what they are, they're pretty good." He explained that his unit worked separately from the M-G-M mainstream. He told me about projects in progress, making no mention of possible assignments. Then he asked me what I had been getting at RKO. I told him, "Four hundred a week." He said, "I'll give you two hundred." I looked at him and hesitated. He sensed my mood. "Look, whenever I bring new people in, I cut their salary in half. I do at least half of their work for them. So I'll give you two hundred." I said, "Impossible." He said, "All right, I'll give you two-fifty, but if you ask me for a raise anytime in the next two years, I'll fire you." To this I said okay. My reaction to another drastic cut had been something like when Cooper had asked me to take the fifty percent cut. Something inside me had said NO. I think Thalberg was amused at me and rather liked my spunk. "You come to work on Monday," he said. I told both Frances and Phil Berg, who said, "Good! You had a lot of nerve to insist on two-fifty." I told him it had been a reflex and he laughed. Somehow, fifty percent was demeaning, while forty percent wasn't that bad.*

On Monday morning I arrived at the studio. M-G-M had a parking lot, but it was limited to executives, directors, and department heads. I found a parking place at the corner service station, where parking was twenty-five cents a day. I walked across the street to the entrance, was okayed in, and walked to the Thalberg bungalow. Most of the others had not

* I later realized, as I got to know him, that he was simply making a point: "What a man wants on Earth, he pays for."

yet arrived, but someone asked me to take a seat and the unit accountant was called. Usually Thalberg, who worked into the night, didn't get in until eleven, maybe twelve. I was there at nine-thirty. I found later that Thalberg loved working at night—often he did his best work then. The accountant told me where I was to be. There was an office just back of the Thalberg building on the second floor of a rickety old building that ran a good part of the length of the studio. This, I learned, was the old dressing room building. He said, "Greta Garbo is in Europe, and for the time being we're giving you her dressing room." He took me up there, and when I walked in I saw a tiny outer room. There was a low table and a couple of wicker chairs and a narrow wicker sofa. In the dressing room part, off the small bathroom, there were wall-sized mirrors on three of the walls. I didn't use that room, but it was obviously for fittings and for Garbo's personal use. It was the most simple suite imaginable, and there was not a picture on the wall.* I sat there, but not for long. Sometime before noon, Vivian Newcombe called me to come down and see Thalberg. I was ushered right in; he had not been in long. He was warm and friendly, but it was not in his nature to overdo it.

"Have you read Frances' story *Riffraff?*" he asked. I told him I had. He did not ask my opinion of it, but simply told me that I would be working on it with her. There was little more—he asked me where I had been housed and I told him. He said nothing and made no plans for further meetings. As I was leaving he said, "Just stay with Frances and do what you can. The film is going to be for Jean Harlow. The studio

* A new and modern dressing room building for the stars had been built and all the stars, with the exception of Garbo, were housed there. The new building was quite posh, with well-appointed suites, but Garbo, I was told, was superstitious and refused to move into it.

doesn't think so, but I think she needs a crack at a dramatic story, and this is it."

Later in the day, he sent for me again. He told me to acquaint myself with *Mutiny on the Bounty,* then in production, and to read, if I had not, Stephan Sweig's *Marie Antoinette* and *Pride and Prejudice,* both the Jane Austen book and the play based upon it, which he had bought. Both of these were for Norma Shearer. There were no further assignments, but he told me to meet with Kate Corbaley, his story narrator. I was to look for new material suitable to his needs.

M-G-M had made a lot of money on Frances' projects, and Thalberg usually felt that her ideas were worth working on. *The Big House, Min and Bill, The Champ,* and others had been blockbusters. Frances and I were assigned equally to *Riffraff.* He had made me a member of his staff and I was equal in authority, excepting where he made the decisions. "You'll get associate producer credit on the films you do," he told me. "I never take credit on anything." I gave him a puzzled look. "It seems to be what everyone is doing now, but I have a staff in New York that fills the papers with what I am doing. People know who Thalberg is. I don't need the Thalberg name on the screen." That was his ego speaking, although it was very, very true. Everybody *did* know what he was doing. He was confident with good reason.

Frances had done the original story for *Riffraff.* In the beginning, it was my job to weed out some of the trivia and try and get a solid story line, which I was good at. I can't claim any authorship on the goddamn thing because I didn't have any. It had her basic characters and story. My job was to provide guidance. The principal problem with Frances was that her dialogue was insipid: the tough guy talked tough and the girls talked like ingenues.

Sometimes we worked at Frances' house, sometimes she would come to the studio. Quite soon, J. Walter Ruben was assigned as the director. I had worked with Ruben on *Where Sinners Meet* and had known him a long time. I was sur-

prised—albeit delighted—because usually Thalberg would have had a more prestigious director on one of his projects, but he was becoming increasingly interested in new talents. Ruben had been a "B" to minor "A" director up to then, but then so had I as a producer. When Ruben came on the film we had a good, solid structure, which Thalberg recognized.

I never saw Thalberg with Frances, but he would call me often and send me a lot of material to read and comment on. Unlike Selznick, he was not a memo writer. Things were discussed face-to-face, and since I was always on hand and available, there was little use for dictation. Occasionally he would write a memo, but he was not at his best with the written word. Sometimes, he would even try to write a scene. But while the idea was generally excellent, the delivery was invariably disastrous. He wanted to be a writer more than anything in the world, but he just didn't have the flair for writing, and he was too stubborn to admit it. But the way his mind moved and the depth of his character understanding was magnificent.

Thalberg had a system for constructing a script. He would start with what he later called the "ditch diggers." Jim McGuinness was one of them, although Jim would have hated to know that he was so considered. Frances Marion and Carey Wilson were also ditch diggers. When they had broken down the elements of a story, he would bring a playwright in: George S. Kaufman, S. N. "Sam" Behrman, Donald Ogden Stewart, Charles MacArthur, and Talbot Jennings all worked for Thalberg. He also used short story writers and novelists; Tess Slesinger, for instance, was an extremely talented screenwriter. Then, if he felt he needed some added sparkle, he would call in a dialogue specialist like Anita Loos or Robert Benchley.

With Thalberg, the development of a project was always a constant, logical progression. I don't think H.W. Hanemann, who came in with Ruben and was, as with *Where Sinners Meet*, Ruben's chosen writer, worked with Frances.

He really worked behind her. Hanemann was a small man, very private, and I never got to know him well, although I think he gave the Marion script a solidity she couldn't supply. His dialogue was better than Frances' and he had more character reality than she. Whether he or Ruben furnished most of this, I am not sure. Jack was not brilliant, but he was a solid man on script. Later, Anita Loos polished the script and received credit as well. Anita was a wiz at sparkling dialogue; she had genuine wit and was a great help in making Jean Harlow's character more complex. But Anita, in spite of her years as a silent film scenarist, was seldom used as a constructionist. She had been put on the film by Thalberg, but he had asked me first if I minded. I knew little of how to get extra values in a script from specialized writers at that time, but I was learning. I think Hanemann, in his way, and Anita in hers made the script legitimate, although the basic story was on the weak side. Hanemann functioned in place of a dramatist. I don't remember Hanemann as being a world beater; he was primarily a novelist and short story writer. Thalberg was never concerned about the amount of time he invested in preparation, or the cost factor.

At the same time we were doing *Riffraff*, the subject of *Camille* came up. Greta Garbo had agreed to do *Camille* if she could follow it with *Marie Walewska* (which was eventually released as *Conquest*). That one she wanted to do very much (her friend Salka Viertel had done a script) and so she used *Camille*, which she had not been enthusiastic about doing, as a bargaining chip. Thalberg was pleased with the professional job I was doing on *Riffraff* and bypassed his senior associate producer, Al Lewin, in assigning *Camille* to me. I think Irving thought I had a better understanding of women.

Riffraff had gone into preproduction—sets were being built, costumes were being sewn, the cast and budget were being finalized. Thalberg attended to the budget, but I participated in all the rest. (He would have had me there whether I could have contributed or not, because he wanted me to

know.) M-G-M had signed Spencer Tracy to a contract after Fox had let him go. This was to be one of his first M-G-M pictures. The rest of the cast fell into line.

Although I didn't realize it at the time, *Riffraff* was so right wing, so anti-union, that later I was astonished. How much *Riffraff* reflected Thalberg's opinion about labor and labor unions, I don't know. He was very conservative politically, but not so conservative that he couldn't respect opposing viewpoints. When Eddie Loeb, his lawyer, a tiny man but, like Mayer, a rabid Republican, told me I would be fired if I remained a Democrat, I laughed. Later, when we were both in Thalberg's office, he said to Irving, "Do you know you have a Democratic snake here?" Thalberg asked, "Who's that?" and when Loeb pointed to me he said, "He's entitled to his own opinion," and that was that.

I know Thalberg was unhappy about the formation of the Screen Writers Guild. He was backing a company union called Screen Playwrights, which was being formed by some of the conservative industry writers. He asked my help in interceding with Jim McGuinness, a normally conservative man who was backing the Guild. They had exchanged bitter words, and he sent me to McGuinness to act as an intermediary. Jim was drinking rather heavily and could be very hostile, as I reminded Thalberg. "Do the best you can, and if he beats you up, I'll pay your expenses," came the response. Although I was able to calm the waters and get Jim back to work, an anguished Thalberg said to me, "We live in a paradise. Everyone has a good life, and it's going to be destroyed by organized labor." I could not agree with him and he knew it, but there was no rancor in him, only hope that labor would not take a stranglehold on the creative process, which, of course, it eventually did.

Preproduction on *Riffraff* took about a month. Then we started production. I think both Hanemann and Loos were still making improvements on the script. I never got to know

Spencer Tracy, but Harlow, Ruben, and I all became very close.

Jean Harlow was one of the dearest, sweetest, most adorable human beings I ever knew. Contrary to all the talk about the tough dame, she spoke like a perfect lady. Her speech was good, her voice cultured and well modulated.

Jean sought the protection of older men and was in the middle of an unhappy love affair with Bill Powell. He rather looked down on her, mainly because of her "legend." He had become a sophisticated gentleman, and he treated Harlow as if she were dirt. This, combined with an unhealthy home life dominated by her ambitious mother, made things difficult for her.

Jean had bought a large white wooden house, Colonial in style, that sat on a piece of land probably twenty or thirty feet above Beverly Glen just south of Sunset. I occasionally drove her home and found her mother cold and somewhat hostile to me. Often, in the evenings, Jean would telephone me at home and ask me to come and take a walk with her. On these walks she told me of an unhappy childhood, of a frighteningly ambitious mother who was grooming Jean at any cost to become a "picture star." At some time as a child, perhaps nine or ten, she had been raped by a close relative, and it left her with a terrible fear of sex.

Jean had married very young to someone, I gather, from a socially prominent family, a gentle young man. This had appealed to Jean, but the marriage was broken up. She never mentioned by whom or why. Each of Jean's two marriages after that had been with older men. She had a reputation for being "frigid," although knowing Jean, I am certain she tried in every way she could to respond.

During the making of *Riffraff*, and even after, Jean and I took our walks. She felt comfortable with me. She read a great deal, strange to report, and was intelligent about what she read. In all the time I knew her, I never saw Jean drink; I don't remember if she smoked. She was a compassionate, under-

standing, loving girl, and the people who knew her well (the Carey Wilsons were close friends) told me the same thing.

I was at Warner Bros. in 1937 when she died. Ida "Kay" Koverman, L. B. Mayer's secretary, called me and asked me to attend the funeral at Forest Lawn. It was a simple ceremony, and the people close to her were deeply moved. Kay later told me what had happened. Jean had once before in her life had uremic poisoning and had learned that the sun was very bad for her milky white skin. She had been out on a yacht and had been sunburned. It took a bad turn and once more she had uremic poisoning. Her mother, on a Christian Science kick at the time, had refused any medical care for her. When she was taken to a hospital at someone's insistence, it was too late, and she died at 26. Kay was completely reliable, and I know it to be the truth.

Jean's mother was a fiend; she exploited Jean in every way. She went through everything that Jean earned, giving much to Jean's stepfather. Although victimized, Jean never complained. She was always struggling just to keep alive; I don't think she ever stood up for herself.*

A lot of people thought Jean Harlow was way beyond her depth playing a dramatic part. On the set she was always there on time, always prepared, always ready to work. My friend Jimmy Whale had directed her years before in *Hell's Angels* and thought her the tackiest dame in the world. I had

*In 1938 I was in Honolulu for a short holiday. I ran into Jean's mother, who now called herself Jean Harlow. She was working as an official tourist greeter. She had done everything she could to look like Jean—hair, makeup, everything. She seized upon me; I don't know what had happened to her marriage. She asked me to dinner one night and spent it talking about Jean. She had embraced spiritualism. She said, "My baby visits me constantly. I'll tell her I ran into you, and she'll be so pleased." It was very weird. I wonder if she really knew how unhappy she had made Jean, how responsible she was for the tragic patterns of Jean's life. Some time later I read that she had died.

just the opposite feeling: she had a flair for comedy, but she got by in *Riffraff* just fine.

Frances, meanwhile, was working with novelist James Hilton (*Good-bye, Mr. Chips*) on a first draft script for *Camille;* I don't think Frances took much interest in a film once it moved onto the set. She always did her basic work alone but had become quite taken with Hilton and his wife, Alice, and proposed that they collaborate. I was not involved with her on *Camille,* the work for which she did at home.

I was usually on the set of *Riffraff,* at Jack Ruben's invitation, for first rehearsal and dress rehearsal. If I had anything to say, I said it to Ruben. I might watch a scene being shot if there were any reason to do so, though it was not a difficult film to shoot. I would see the dailies first and report back to Ruben, then later watch them with him. If anything was amiss in the dailies, he would see them early and make corrections, if needed. I was also working with the editor. I felt the screenplay was the best that we were able to achieve, concerned as I was with the shallowness of the original story (which seemed unlikable). I don't know what Thalberg thought of it as it went along, although it had been his choice to make it. He seemed to spend less time and interest on it than he later did on *Camille* or (I have been told) he did on other productions. I think he had done *Riffraff* mainly for Frances' sake and thought it was being done well. He was much more deeply involved at that time in the Marx Brothers film *A Night at the Opera.* The studio had fought his doing a film with the Marx Brothers, contending they were box office poison. In response, he initiated a long, laborious process of touring them to try out many of the gags in front of live audiences prior to filming, to ensure he had a good film.

Thalberg was crazy about the Marx Brothers and had a gut feeling that he could make a big success of them. When Paramount let Maurice Chevalier go, he took him on at M-G-M and restored his position in films. He took Tracy when Fox had given up on him, and he gave Ruth Chatterton

her greatest success with *Madame X*. He had even given Helen Hayes her Oscar-winning role in *The Sin of Madelon Claudet* when she was considered unphotographable.

If people had real talent, he knew that talent could always be redeemed through careful nurturing, even though it had failed elsewhere. He knew many failures were to be blamed on bad material and bad handling, and he delighted in giving talent a chance to reclaim itself; it was never just to prove what he could do. He had made fortunes for M-G-M in simply doing what he did best: using talent and showcasing it. He didn't demand obedience. He always listened. In case of a disagreement he would say, "We'll try it both ways. Mine first."

One never stopped being busy during the shooting of a film. Not only were you involved in the production itself, but you were preparing things ahead. A film, in a sense, leaves a producer's hands when the production begins—or at least when working in a big studio. That's when the director—who is involved in spending the money—takes over. A studio would stand back of a director, right or wrong, and you had better leave him be. Some directors wanted help and asked for it. That was the best working arrangement, but there were many who wanted to be whole hog. You got to know how a particular director worked and did what you could to help, but you also got to know how far you could go. Only when money was extravagantly wasted could a producer show his authority to stop it. Thalberg knew that if something were wrong in a film he would eventually make retakes. But that was left for later.

Thalberg relied a good deal on my judgment of material. But he did not involve me in the projects of his other associate producers, Al Lewin (*Mutiny on the Bounty, The Good Earth*) and Max Siegel (*A Day at the Races*). Lewin was a mischievous man, and he felt he had a proprietary interest in Thalberg. He was very jealous of his position. He considered himself a great intellectual and indeed was very well schooled and

well read. He was a bookish man, and Thalberg liked that. He was very small and gray haired; he had been a college professor prior to coming into films. He always pretended to be warm and helpful, but was always trying to upset someone else's apple cart. He did things that he thought would prompt Thalberg to give me the finger. Later, at the behest of Thalberg's good friend Bernie Hyman, Wolfgang Reinhardt was brought in. Officially he was an associate producer, but I don't remember any projects in which he was involved.

Frances and Jimmy Hilton continued to work away at *Camille*. They wanted to finish before letting me see what they were up to; they thought they were writing the Bible. They wanted to do a full script, and Thalberg knew that if it wasn't any good, he could throw it out. I saw Frances socially, but she was silent on the progress of the script. It wasn't until later, when Zoe Akins came on, that the real work began. In the meantime, I was putting everything I could into *Riffraff*, which meant I couldn't be aware of the quality of the film. It isn't until you have the chance of reviewing a completed film that you know whether it is really good or not. I had known, for instance, that the rushes of *Stingaree* were comic opera, and I could only hope that when it all came together it would work. *Riffraff* was, within its own limitations, a decent piece of work. Although Thalberg had ultimate authority over *Riffraff*, it never crossed my mind to let it rest there. If the film was bad, I would consider myself at fault.

Early in production of *Riffraff*, Thalberg went East. He was not worried about *A Night at the Opera*, but he was worried about the New York office's opposition to it. I doubt that they could have made him stop shooting, but their coldness to the project (which he was personally producing) could seriously affect the way they sold the completed picture. So he assembled some of the showy parts of the film, the great stateroom sequence and others, and took them to New York to show to Howard Dietz, who was in charge of publicity and advertising, and to general counsel and vice

president J. Robert Rubin, who was a partner with Thalberg and Mayer in M-G-M profits. Rubin was a very powerful man in New York, and he was bitterly opposed to the Marx Brothers film. "It's important that they get behind the film," Thalberg told me, "and make it the big hit I'm certain it can be."

He never underestimated the power of selling and he intended to show them precisely what he was doing. He had taken the Marx Brothers and, for the first time, surrounded them with plot, music, and a love story. When Dietz and Rubin saw what he had done, they loved it and at once the pressure evaporated.

Production under Thalberg was a joy. He gave me such tremendous backing and help. And I knew damn well that nobody would undercut me, though Al Lewin certainly tried. Our villian in *Riffraff* was a Greek cannery owner named, appropriately enough, Nick Appopolis. He was played by Joseph Calleia. While Thalberg was away in New York, Lewin called me in and said, "The Greek community is protesting your making the cannery owner in *Riffraff* a Greek. So we must change Nick's last name to make it less obvious. We'll keep the Nick, but why don't we change his last name to your last name? But we'll spell it Louis." Naturally I agreed; it seemed reasonable and I thought nothing more of it.

When *Riffraff* was finished, and Thalberg had returned from his New York sojourn, he said, "I wonder if you would run *Riffraff* with Nick Schenck? I think it's a good idea for you to get to know some of these people." Schenck, of course, was the president of M-G-M. I said, "Fine," and did just that. I don't think Schenck liked the picture much anyway, but he put two and two together and got four: Nick, his first name, and Louis, Mayer's first name, on the picture's principal heavy: the Greek cannery owner Nick Louis. He was certain that Thalberg was trying to embarrass them. He was very cold, and I didn't realize what was in his mind until later.

Very soon afterward, Thalberg sent for me and said, "My God, how could you have done that?" I said, "What?" He said, "How could you change the Greek's name to Nick Louis? Don't you realize it looks like the villain is a combination of Nick Schenck and Louis B. Mayer?" It was then that I realized what had happened and told him of Lewin's duplicity. "That's just like the little bastard!" he steamed. Al never mentioned the incident to me, although I think he got his ass eaten out about it. And he began to think I was a little smarter than he had thought. Not much, but a little.*

Thalberg began to sometimes ask me to have lunch with him in his upstairs dining room.** He also moved my office to his library. It was across from his office and had always been sacrosanct; he had used it as a second office when he wanted to get away from his own. Everyone was surprised when he put me there, and Al was decidedly unhappy about it. He sensed the growing feeling Thalberg had for me and resented it bitterly.

Bit by bit, I got to know Thalberg better. And he began to feel more comfortable with me. Almost every night I would drive him home and he would unwind. Sam Goldwyn and he were very friendly and Goldwyn depended on him to look

*Thalberg was aware of Al's jealousy. One night, I think it was during the shooting of *Camille*, I was driving him home. We were sitting in the car talking, and I was about to let him out. He put his hand on my knee and asked, "Do you like Al Lewin?" I was rather surprised and said, "Well . . . yes." He said, "He doesn't like you." Then he put his arm on my shoulder and patted me and said, "It's only the old wife jealous of the new young mistress." We went into the house, had our customary fried bread sandwich and drink, and I went home.

**I remember a luncheon with Thalberg and Scott Fitzgerald. He may already have been thinking about *The Last Tycoon;* I don't think Thalberg wanted to lunch with him alone. I remember little of the lunch, except that I was an inhibiting factor, as Thalberg had probably hoped I would be.

at his films and dailies and offer advice. I would drive him to the Goldwyn studio and wait on the street for him to finish and then drive him on home. He always talked a lot in the car, and he always asked me in when we arrived. His wife, Norma Shearer, was always there. I never knew Norma, even when she was shooting, not to be there when he came home, even at two o'clock in the morning. He was usually a little hungry and wanted something. She would go into the kitchen, although they had an enormous staff of help, and make fried bread sandwiches—her specialty. Irving loved sandwiches prepared that way. She would make him a weak Scotch and, since I like it weak too, she would make one for me. Then, in her robe, she would come in and join the conversation. I didn't really get to know Norma well until just before Irving's death. She was always part of his life, always nice to me, very courteous. She approved, I think, of his having someone who was not a chauffeur or driver, but actually one of his own staff with whom he could unwind. Everyone else on his staff was married and had a home. He would say to me, "Someday you will have a family . . . and a wonderful wife like Norma." He wanted a family very much himself—I think a large one would have made him very happy. He had two children, finally, but his daughter Katie was just an infant when he died.

My new office, the library, was really the nicest office in the building. It had a marvelous table desk, which, like Irving, I much preferred. I would sit back to the window, which gave me the best light. He would send me over material and I began to read everything that went on in the Thalberg building. Anything, for instance, that had been recommended to him would be sent over and read for an opinion. He didn't always take it, but he came to have a certain respect and feeling for me.

Thalberg was not a particularly outgoing person. I don't remember his ever putting his hand on me, excepting a couple of times in the car when he would touch my shoulder

or arm to make a point. But there was always that underlying cordiality and warmth; it developed over time. He knew I was in a process of learning and he loved to see me gobble it up. He was the best kind of teacher—the only kind I really believe in. As he put it,

> Nobody can teach you anything from their own experience, but they can find a key to you and make you open yourself up to reach the highest power you can reach, to make you never stop thinking. Many people are willing to settle for eighty percent or seventy percent, but as far as I'm concerned, I want to settle for a hundred percent. Not a hundred percent assurance that the audience will buy it, but the assurance that you have given a hundred percent of what's in *you*.

Films that anyone else would ship, Thalberg worked on, made retakes, and continued to improve, improve, improve. When he reached the point where he knew he had given all he had to give, he would finally approve a film to ship. "You know," he said, "I've made my share of stinkers, but even if you choose wrong, give it the very best you have."

I can't chart the day-to-day progress of our relationship. But, as I have found with certain writers and with certain people in my private relationships, if you start something—have a thought in mind—you give signals. You don't have to say a word and yet the other person has picked it up. With those signals, you develop a special code between yourselves. And, I believe, those are the people one works best with, or lives best with. That level of communication, that code, developed between Thalberg and me. He treated me as the young neophyte and he was the man who had been there. But the relationship kept developing, and he obviously enjoyed it. He later began to treat me as an equal (as a human being, anyway).

Riffraff was assembled mainly by the editor, then reassembled by the editor and the director. I watched the process

closely, and Jack Ruben had me in on a lot of the editing. That process, as usual, was going on during production, so we had a rough cut soon after the completion of shooting. The next step was to preview what we had and gauge the audience's reaction to it. The first preview was at the Golden Gate Theater in Whittier. The film broke in the third reel and when we got it spliced together again, the sound was so far out of sync it was almost impossible to follow.* There was a long break before the film started again, and the audience went outside to smoke, but fortunately they all seemed to return. Then we found that one reel was missing, so it had to be driven from the studio in Culver City by special car. Everything that could go wrong did go wrong. But the audience stayed with it—going out to smoke between breaks and returning in full afterward. They liked the film in spite of what happened, or maybe even because of it.

I, of course, had my concerns over the film. I thought it simplistic, although I loved Harlow, both in her work and as a person. And Tracy was excellent in a thankless part. They both helped make it a lot better than perhaps the script deserved. Thalberg, obviously, was not mad about the film. Just before the film broke, something had happened with Harlow that caught them. At each break they would file out, smoke a cigarette, and return in full. At the end of the film there was an ovation, which surprised us all. But I don't think Thalberg was fooled. Maybe we should have released the film with the mishaps intact; it just might have helped.

*I should explain here that films were previewed from the editor's "work print," which consisted of separate reels for picture and soundtrack. Both reels ran simultaneously and were synchronized accordingly. If one broke, it was murder to get them back into sync again, at least until it came time for the next reel change. For this reason, you couldn't preview films at just any theater; you had to use a theater equipped with "double system" projection equipment.

Anyway, it was a well-made, well-acted program picture that possibly did everything Thalberg had wanted: it had shown that Jean Harlow had an acceptable dramatic flair.

Harlow had moments in the film that really caught the audience's attention. The preview was an interesting phenomenon, because it showed just how telling those moments were. If you went off on one of those moments, your audience was totally with her and with the picture. I can't put my finger on just what it was she had, but it was something beyond star charisma—a moment of naked truth, perhaps.

When I ran the film with Thalberg in the studio before the first preview, it was perfectly obvious he wouldn't spend any more money on this one. Today, for some reason, it is not listed by biographers as one of his productions, but it surely was. He knew that Harlow had scored, he knew that Tracy was good and gave promise of a new career at M-G-M. He knew that Mickey Rooney was good. He felt that he had gotten the maximum he could get and that to go farther would be sheer vanity. We never even did a single retake, which I discovered was almost unheard-of on a Thalberg production.

The several other previews we did for *Riffraff* went less well. At each preview there would be eight or so from the studio: the director, Thalberg, the editors, and other technicians in a caravan of several studio cars. I would usually ride down with Thalberg and the director, unless he had some friend from the studio with him, and then I would go with the director, while he rode with his guest. Sometimes one or two of the technicians would ride with Thalberg, the director, and me. There was no set system as to who went with whom. The actors did not attend the previews, although there was no rule against their doing so. I know Garbo, for instance, went to a preview of *Camille*.

The cutter and I and sometimes the director, if he chose, sat with Thalberg, who would make whispered comments about certain things in the film that would require some

recutting. He was always calm; whether that covered some nervousness, I'm not sure, but I doubt it. He felt that he could find the weak spots and redo them later. He was like a surgeon, exploring, examining, and ultimately healing.

Thalberg missed nothing at a preview. I never saw anyone else with his clear analytical mind or his creative sense of doctoring. Often he would say, "It needs something—it needs something there." And he was invariably right. He would think it over at night and might come in the next day with a totally different approach. Thalberg had a theory that if what someone said left something in his brain it was fine, and if not, it would simply pass out through the other ear. He also knew that it was sometimes best to simply plant something in your mind and forget about it and let your unconscious mind solve the problem for you. It has happened to me innumerable times, as I am sure it has happened to everyone.

After two or three more previews and some minor adjustments, Thalberg felt he had contributed everything he could, and the film went to the lab for final work and the making of prints. Usually a film was shipped to New York after that, but it was still on the lot when I ran it for Schenck. I'm sure Irving thought it was the best he was going to make it. He said very little to me about *Riffraff* once it was finished, but I knew he was pleased with my performance.

Chapter 5

Frances Marion was having fun. In writing *Camille,* she was dramatizing her current "love affair" with Jimmy Hilton. She was the pale, frail Marguerite and he was the charming, delightful young Armand.

Hilton, I must say, was very sweet, but I think if he had realized Frances' daydreams about him, he would have taken off running and never been caught. He was really from Barrie, I think. He was a combination of Mr. Chips and Conway, the hero of *Lost Horizon.* He was, in fact, an amalgam of all the characters he wrote. He was not tall, but he was sturdy. He had open eyes and a very good English complexion. He was obviously of middle-class upbringing and married to a rather mousy, though charming, woman named Alice.

When Frances and Hilton finally turned in their *Camille* script, I read it with horror. It was ludicrous—flowery, overblown, and just downright badly conceived and overwritten. It was almost comic opera. I remember Armand's pet name for Marguerite was *ma petite choux* ("my little cabbage"). They had taken a ride down the Seine, on a boat used to bring up fresh vegetables from the farming country. How this particular boat happened to be going in the opposite direction I could not imagine; I think the scene would have been howled off any French screen.* Frances thought it adorable, and the name was all through the script—even in the death scene. My

* I wish I still had a copy of that script. You just wouldn't believe it.

friendship and obligation made it difficult for me. What could I say?

When Thalberg asked me what I thought of the Marion-Hilton script, I thought for a moment and said, "Mr. Thalberg, it's appalling." He said soberly, "You know who wrote it." I said, "Yes." He said, "This time I agree with you. Now what do we do?"

"I guess we get a better writer. What did Cukor think of it?"

"The fact that it is taking him so long to read it," Thalberg replied, "means he obviously agrees with us. I'm sure he's got it under his bed."

When we talked to George Cukor he was more dramatic about being appalled than either one of us. "I know who should write it," he said. "Zoe Akins."

I said, "God yes, oh yes!" Then I asked, "How is her financial condition?"

George made a face. "Terrible," he said, "as usual."

"Then she's certainly the one to do it," I said. We both knew she worked best when she was under financial pressure. She had a beautiful emerald ring. When it was on her finger you knew she was in the chips, so beware. But when it was absent, you knew it was in the hock shop and she was desperate to get it out. Thalberg also knew Zoe's eccentricities, and he agreed that she was the right choice.

So Zoe came in and started to work. There was still one very strong concern in Thalberg's mind: the subject of modern morality. He said, "Men marry whores in our present society—women who have been promiscuous—and they very often make marvelous wives. In this town you find them all over the place.

"If the facts came out, who'd give a damn? Moralities have changed since Dumas' day. We have to live within the mores of the day. They're going to think Armand is an awful little prig if his life can be ruined by a marriage to Marguerite. It's ridiculous."

In the beginning I was caught with the tragic simplicity of the Dumas book. But I thought all the play versions I read old-fashioned and melodramatic. It would have never occurred to me to question the Dumas book, but Thalberg did. He was concerned with the basic premise that a promising young man, Armand, could have his life ruined by such a marriage.

I began to see what he meant. If people felt the premise archaic, the film would be a museum piece and even great production, performances, and scenes would not make it really acceptable.

We all searched our minds for a way out and Thalberg kept postponing the starting date.

This worry persisted, and we talked about it often. One night, in fact, he was very strong about it. On the way home, I was driving Overland Avenue when an idea hit me. (Later on, Simone Signoret said I stole something from Daudet's *Sappho*, but I didn't know *Sappho* at that time.) I pulled into a gas station and called Thalberg. "Instead of the story being based only on the boy's life being ruined, supposing we have a special case of a very jealous boy? It isn't a question of his life being ruined by her past, it's a question of his *jealousy* ruining his life." He embraced it immediately. "Can you come back to the studio?" he asked. I returned and we talked. He loved the idea; it opened his mind. I claim no brilliance for the idea—it was fairly obvious, but no one before had hit it. Finally, I drove him home. He had a secretary call my home and tell them that I was with him and would be late. On the way home he said, "I'm setting *Camille* for production." I don't remember if he said when, but we had to get to work on the sets, the costumes, casting, and all the preproduction rigamarole.

How long Zoe had been on the script at that point, I don't know. Whatever she had done was good, but we so far had lacked that one magic thing that would bring it into the twentieth century. George went in fear and trembling to meet

Garbo, and he came back absolutely enthralled. There was a marvelous rapport between them, and they became instant friends. She treated him as a king.

I never met Garbo during all this. On the first day of shooting Zoe came to my office like a little girl. "Let's go down and see the first shot."

I said, "Garbo will kill us."

She said, "We'll stand back of the set out of sight and at least we'll hear and we'll know."

We were standing out of sight in back of the set when suddenly a voice came over the microphone. It was Garbo. She said, "Miss Akins and Mr. Lewis, you will please come on the set." Garbo turned to Zoe and said, "Thank you for your beautiful script." She turned to me and said, "I expected someone a little older and a little uglier, but all right. You are welcome on my set at any time. You are the only writer and producer whom I welcome on my set." This was a high honor indeed. There was, in fact, a story that she had thrown Thalberg himself off the set of another film.

I had known Zoe first from New York. She was acting as casting director for the Shuberts in addition to her work as a playwright. She had a rather mousy little secretary named Irene, and Irene just adored me. Zoe had sent me on a couple of interviews, one I believe for an understudy job in one of her plays (which I did not get) and had tried to get George Cukor, who was running a prestigious stock company in Rochester, to use me (which he did not). Zoe was always very friendly, and I began to read her plays and poetry. I thought her an enchanting writer and liked her enormously. Although George had refused to meet me, I afterward did meet him. He was a stage manager and budding director for Gilbert Miller, friendly but uninterested in using me. In Hollywood, Zoe wrote *Sarah and Son*, one of Ruth Chatterton's best films. I thought her poetry lovely, and as a dramatist, I thought her the best of anyone I knew, certainly anyone then working in films.

I dined at Zoe's house a couple of times and that's where I met Ethel Barrymore, her old friend. Zoe had superb taste, and her home had exquisite things. She later married an Englishman named Hugo something-or-other. He was a washout, but she absolutely adored him. She bought an estate in Pasadena and spent every nickel she could lay her hands on. She was wildly extravagant and very generous with her relatives and friends. Zoe came from a good Southern family—they were, I believe, from St. Louis. But Hugo, to her, was an English nobleman; he was the younger son of some titled English family. Zoe was not a snob, but she felt he represented something very special. He treated her badly and spent her money, but she was happy just being allowed to be with him. He later died and Zoe was heartbroken.

She was on the stout side, an ugly woman with a sort of pig face, but with a personality so enchanting I remember her as beautiful. Zoe loved to eat and had, like everything else, an elegant sense of food. She was apolitical but could come up with some stunning prejudices. I remember, years later, her defending Mussolini and George being so furious at her that he broke his friendship with her for a time. (It didn't mean anything—she just took on attitudes and voiced them, sometimes unfortunately.)

At the time of *Camille*, Zoe must have been in her early fifties. She had a tender understanding of life. She had lived all over the world and had known fascinating people. Zoe also had a nephew who lived with her after Hugo's death. She adored him and did everything in the world for him. I also thought him a washout, but that seemed to be one of Zoe's hang-ups. Zoe had a fabulously beautiful breakfront cabinet, and Judith Anderson coveted it for a long time. It was one of the possessions Zoe never wanted to sell. Years later, Judith built a house in Montecito, near Santa Barbara, and I saw the breakfront there. I knew that Zoe was on hard times. Judith said, "Zoe gave it to me." I'm sure Judith had paid her a pittance for it.

Although he was always in control, Thalberg gave his people their heads. For the basic "ditch digging," he relied mostly on writers whose work he knew, although that was not always the case. Sometimes he worked with new or relatively new people. Al Lewin, the producer who had been with him the longest, was given free rein to bring his projects up to a point. Lewin liked working with his directors early, and Thalberg had no objection to that. With me, it was a watching process—but he knew that I had always in the past brought the director in late, and that was the way it worked for *Riffraff*. The early work was done with little interference from him, although he kept himself completely informed on its progress. On some of the projects he handled things for himself—that was true of *Mutiny on the Bounty*. It was already shooting when I joined Thalberg, but one day he took me to Catalina with him to settle a crisis on the set. He did not include me in the conferences, but things got settled. He had a very reasonable manner, was highly respected by almost everyone, and he always got his own way.

It was really when the second stage in the development of a film started that he began to participate. He had, by that time, formed many of his opinions and it was then a question of getting the film on the right track to facilitate production.

Although the pattern of work on various pictures was similar, never was it quite the same. He had absented himself a good deal on *Riffraff*, I think because he wanted to give it to Frances Marion—or possibly his interest in it was less deep than in the other commitments he had at that time.

On *Camille*, he had decided on George Cukor to direct it early in the going. Script sense was not among George's great many talents. Nonetheless, it was he who came on after the Marion-Hilton bomb and suggested Zoe Akins do the script. That in itself was a signal contribution to the film's success.

Thalberg worked differently with various writers, accustoming himself to their individual styles, but he always kept the upper hand with whomever he worked. This was

David Lewis, circa 1919.

Edward J. Montagne (courtesy Ed Montagne).

Associate story editor, Paramount Pictures, 1929.

Robert Ellis, Tom Keene, and Frank Lackteen in *Come On Danger* (1932).

Tom Brown and Jean Parker in *Two Alone* (1934).

Irving G. Thalberg.

Greta Garbo and Robert Taylor in *Camille* (1937).

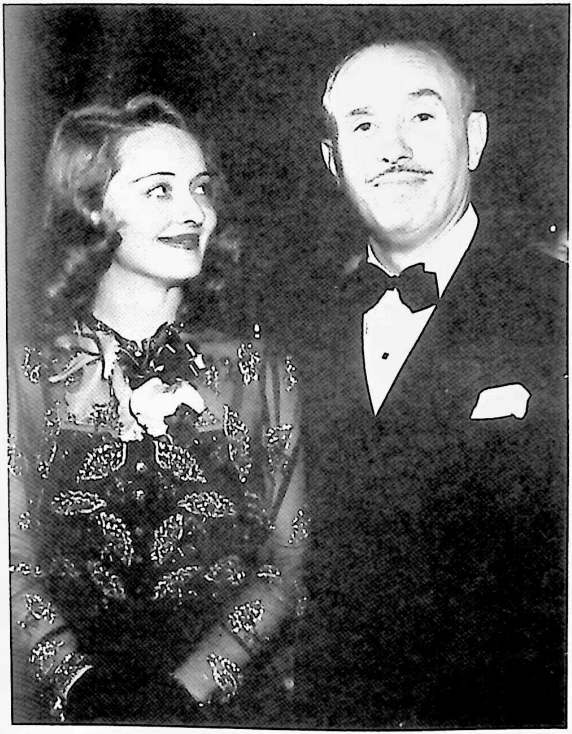
"He didn't always think in terms of the entire picture, but his individual scenes were magnificent." Greta Garbo and George Cukor on the set of *Camille*.

Associate Producer, Warner Bros., 1938.

Bette Davis, Donald Crisp, Helen Hayes, Errol Flynn, and David Lewis on the set of *The Sisters*.

Ronald Reagan and Bette Davis in *Dark Victory* (1939).

Casey Robinson (courtesy Academy of Motion Picture Arts and Sciences).

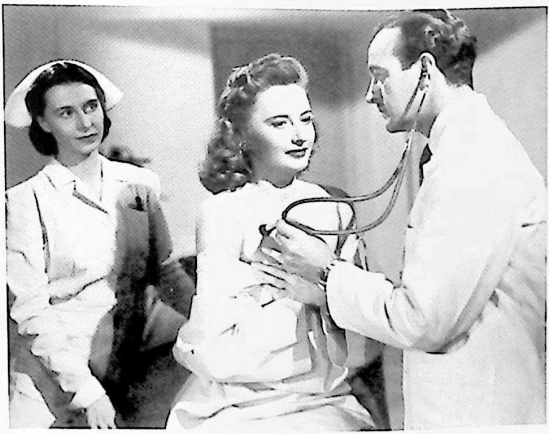


Bette Davis and Jack L. Warner.

Ronald Reagan and Robert Cummings on the set of *Kings Row.*

David Lewis, Steve Trilling, Jack L. Warner, and William Cagney in what appears to be a shelter on the Warner lot, January, 1942.

Natalie Wood and Orson Welles in *Tomorrow Is Forever* (1946).

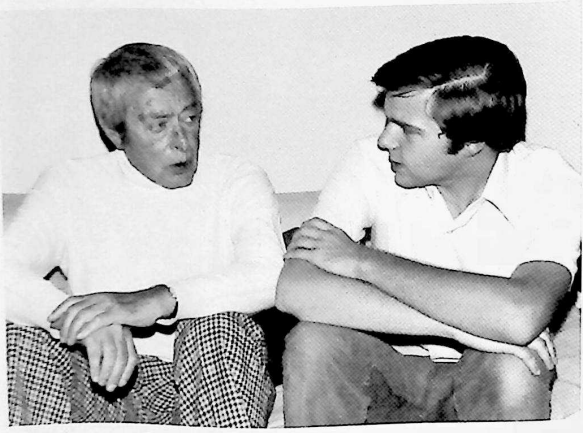


Barbara Stanwyck and David Niven in *The Other Love* (1947).

Edward Dmytryk, Dore Schary, and David Lewis on the set of *Raintree County.*

Montgomery Clift and Elizabeth Taylor in *Raintree County* (1957).

In Paris, circa 1962.



David Lewis and James Curtis at work on *The Creative Producer*, Los Angeles, 1977.

not an organized machine for delivering top product; we were always dealt with as equal human beings. However, he was the one with the dream, and it was he who was not selling his dream short.

Important story conferences were always held with everyone involved—the writer, the associate producer, even the director. And he did not, in matters of importance, relay his ideas through his associate producers—rather there were open meetings with everyone having his say. His "system" was far more comprehensive than any I found later. There were never the blame and recriminations of far lesser men like Hal Wallis or Buddy DeSylva. Thalberg wanted the top results from his staff, his writers, his directors, and most of all from himself. He was willing to go far to get them. He did not fault or blame anyone for failures, or glorify successes. He accepted them happily.

I can only present the Irving Thalberg I knew. Many others saw him differently, and all sorts of pictures have been painted of him. I do not deify or sanctify him—he was most of all human, with human qualities and faults. My love for him was simple, direct, and deep.

Camille started to shoot with just one important part still to be cast—Prudence, Marguerite's false friend. There were three women who had tested for the role. One was Fritzi Scheff, another Laura Hope Crews, and I cannot recall who the third one was. George had primarily cast the other parts, but was undecided on this one. He rather liked Fritzi Scheff—she had probably been in his past from his New York theater period. Personally, I found her not to be an earthy, bawdy Prudence and thought Laura Hope Crews' test by far the best. Laura was also a close friend of mine, but that was not the reason I favored her.

Thalberg was at home with a cold. He asked me to bring the three tests down and we would look at them and decide. We had lunch. I remember his daughter Katie was an infant, and she was brought in for a moment. Thalberg adored his

children as much as he did Norma. After lunch we ran the tests. I knew Laura was by far the best of the three, and I was pulling hard for her but didn't dare let it show. In addition Laura was, as always, hard up. While I was there, Irving discussed something that was bothering him deeply. Walter Winchell was rumoring that Thalberg and Norma were breaking up. Thalberg said, "I don't mind so much, I can take it. But it's hard on Norma. She has been such a wonderful wife, and it's very tough for her. There is, of course, nothing in it."

The screen came down and we ran the tests. He kept saying, "You know, that Fritzi Scheff is great." Not a word about Laura. I can remember nothing about the third. He ran them a second time. After the Scheff test he said, "She's good." I was dying; I didn't know this was one of his mischievous little games. I thought Scheff was pale, a little bon bon, while Laura had guts and bite, vitality and humor and power. After the second viewing he said, "I think I have to look at them once more." When we finished the third screening, he turned to me with a mischievous look in his eyes and said, "Go up and tell that bag of bones she's got the part." He added that she had to be in the studio at three o'clock for wardrobe.

Laura lived just up the hill from the beach in a house director Edmund Goulding had built. I raced up the hill and into the house. I was met by Maud, her cook, a grim old biddy who was devoted to Laura but never showed it outwardly. I asked Maud where she was and Maud said, "She's up in the bathroom, but you can go up." I found Laura on her hands and knees, scrubbing the bathroom floor just as hard as she could and crying like crazy. I said, "Laura."

She said, "Go away."

I said, "Laura, you have got the part of Prudence. I've just come from Irving Thalberg, and you have the part."

The tears began to subside. "I have?"

I said, "You have to be in the studio by three o'clock for wardrobe fittings, so tell your chauffeur to get you in. Now get ready, you haven't much time."

She looked like a washerwoman. I was back in the studio by three o'clock and in came Laura—elegant beyond words, dressed exquisitely, and completely composed.

"Would you take me up to wardrobe?" she asked. I said certainly. As we passed her elegant but slightly shabby limousine, she turned to her uniformed chauffeur, who was part of her household, and in a queenly voice said, "Oscar, I shall return!" With that, she took my arm and off we went to wardrobe. What a beautiful actress she was—simply marvelous.

There was more to Greta Garbo than her extraordinary good looks. She carried herself with total assurance. She was magnetic, more so than anybody else I ever observed. She could imply a great sense of intimacy, all the time keeping a cool distance. I remember publicist Jock Lawrence's words: "Everyone is two people—yourself and your image." Garbo gave little or nothing of her inner self. She lived, as far as others not intimate were concerned, entirely in her image. And yet, she didn't give a rap about the Garbo the studio publicity men had created.

Garbo awed almost everyone, at least before they met her. The people who had been at M-G-M for a long time did not stand in awe of her. Her friends were her friends because they were protective of her. She was a friend of Mercedes D'Acosta, who lived a couple of doors down the street from me. I had seen Garbo, but always from a distance; she and Mercedes walked in front of my house occasionally. Garbo would also sometimes ride by on her bicycle. It would never have occurred to me to gawk at her, although I was fascinated with her. Thalberg thought her superbly talented but a tiresome biddy. He liked her, but he took her with a grain of salt.

Garbo's qualities were her fabulous beauty, her allure, and her remoteness, which made it explosive when she

finally gave her affections to someone. She may really have been shy, I don't know. Her friends said so. But I never knew her well enough to see that side of her.

Garbo was more popular in Europe than in America and more popular with women than men, but her quality was unique. I remember going to a revival theater many years later. The audience was young. It was part of a revival festival, so it was not particularly Garbo that drew them in on that evening. *Ninotchka* was run first, and at the end there was an intermission. Youngsters were asking each other, "Who is this marvelous woman?" *Camille* was run next, and at the end the buzzing was incessant. They had never heard of Garbo, but she had enslaved them.

I'm certain she never said, "I vant to be alone." (Although she may very well have said, "Get out of my way!") Still, I think she really wanted to be left alone. Later on she took a house (I think she rented it from Jeanette MacDonald) and she built a very high fence around it. I think Garbo liked privacy. I know she was full aware of how beautiful she was. One day, in the middle of *Camille*, I suddenly heard a plaintive cry, "David, David!" It was Garbo. I went upstairs and she was sitting in front of her magnifying mirror. With a tragic look on her face, she said, "These lines around my mouth . . . I'm getting old." (She was then about 30.)

I laughed and said, "Greta, you've had them ever since I can remember. It's the way you hold your mouth."

But she kept repeating, "I'm getting old."

I realized that she constantly examined her face—that was why she had the magnifying mirror. I don't think it was vanity; she simply knew what her values were. She did her work (which, I imagine, she enjoyed) and lived with what she could do. I don't think she was the brightest woman who ever lived; she was no intellectual giant. I think if someone had said, "Would you rather have brains or beauty?" she would look at you as if you were insane. Those choices would never have crossed her mind. I gather she liked to go out and,

I'm told, although I never saw it, that on the set she occasionally liked to play pranks. I did see her playing baseball with the crew during *Camille*. She was, in fact, very friendly with the crew and her fellow workers, never reticent or remote. And never difficult. The only difficulty she ever had was when she was on a diet. Her periods were irregular as well, and she might look like hell for a week at a time. You'd have to shoot around her or not do close-ups. She would get very thin faced and gaunt. Her great friend, screenwriter Salka Viertel, said she was not an actress but a personality. I disagree completely. It was as though she had a direct pipeline to the power of inspiration. She was a fascinating actress.

Thalberg's contract with M-G-M had two years left to run, yet he had already worked out a new agreement that was to start on January 1, 1939. He was to have total autonomy—it was to be the first real production company financed by a major studio, yet totally independent. It was really a fabulous contract for that time, and no one else in the industry could have commanded it. No one. In it, Thalberg included everyone associated with his present organization, plus some additional producers (I think Bernie Hyman was one). He also had certain directors who where to be under exclusive contract to his new company. He told me at the time that he was even allotting shares of this new company to his associates; he said my share was to be seven and a half percent. If he had lived, I would have been rich beyond my wildest dreams.

During this time, my program schedule was growing. I had convinced Thalberg to activate *Goodbye, Mr. Chips*, which the studio owned but had done nothing about. I told him that R. C. Sherriff was the perfect man to write it. I knew Sherriff through my friend James Whale; they had done the play *Journey's End* together and Jimmy had successfully used him on *The Invisible Man, One More River*, and other films. Sherriff worked at home in England. He would come to Hollywood for conferences before writing and return for conferences

after delivering the first draft. I introduced Sherriff to Thalberg and a deal was made for him to do the script in his usual manner. Thalberg envisioned it as a superb vehicle for Charles Laughton, feeling that Laughton's toughness would keep the film from becoming maudlin. Jimmy Hilton, meanwhile, wanted no part in doing the film script for *Chips* and applauded the idea of engaging Bob Sherriff.

When the script of *Goodbye, Mr. Chips* came from England, Thalberg was enchanted with it. He was not used to such a perfect job being done on a first writing. He was so delighted, in fact, that he began making great plans for its production. And in making me Associate Producer for *Mr. Chips*, he placed me in a far more prestigious position than anything I had had before. "I'm going to do something I've never done before," he told me. "We'll make the picture in England with Charles Laughton. But I won't be in England with you—I'll be on the continent taking a vacation. You'll be in full charge of the film, and if you have any trouble or need me or need my backing in any way, I'll be available to you. The trips in Europe are short and, meanwhile, I'll have none of the pressure of the studio. My only interest will be in *Goodbye, Mr. Chips*."

Needless to say, I was delighted and knew that Thalberg realized I had grown in the short time I had been with him. Sherriff, as usual, followed the book quite closely.* Thalberg did not think *Chips* would be an expensive picture, but he did think it would be a very, very important picture, as indeed it turned out to be. For director, I had chosen James Whale, who had just completed his Universal contract with a very suc-

* The main change in the script as shot later by M-G-M was that instead of Chips meeting his wife on a trip to Scotland, they opened the film up by introducing a Viennese holiday on which they met. I guess it enlivened the production, but thought it less pure than the original. Thalberg had liked the simplicity of our version, although, of course, he never saw the other.

cessful version of Hammerstein and Kern's *Show Boat*. Irving had Jimmy come in and liked him very much. He admired *Journey's End*, *Waterloo Bridge*, and many of Whale's other films and thought him a fine technician and excellent with his actors. He had thought *Journey's End* cinematically brilliant, though basically it was a transcribed stage play. Thalberg offered him a term contract at $75,000 a picture, which was acceptable, but Thalberg wanted no time limit on the making of a film. It was for two pictures a year, but Whale wanted a time limit on each, as he knew that he could go two years on one film under Thalberg's demanding production regimen. Jimmy was also used to having the credit "A James Whale Production" on his films, which Thalberg would gladly have given him; he didn't give a damn about credit. Eventually, the Whale negotiations ended when the new Universal management called Thalberg and implored him not to sign Jimmy. They badly needed him as one of only two prestigious directors they had under contract; the loss of either Whale or John M. Stahl would have seriously crippled them, or so they thought.

Thalberg was far more involved in *Camille* than he ever was on *Riffraff*. He knew *Camille* was special. He told me that Garbo had never been so good, that she was showing a certain vulnerability she had never had before. Cukor's style was elegant, but the characters were largely earthy. And Thalberg knew Zoe Akins' script was unusually fine. Whatever small problems there were could be solved at a later date. He thought that Zoe had caught the drama of the period and had yet given it a curiously modern flavor. "I think we have caught Garbo as she should be caught," he said. "She will be the most memorable Camille of our time." Yet Zoe was still on the script; we were constantly working to make it better. And this was one of those times when all that additional work really paid off.

The problems that did develop over *Camille* happened after Thalberg's death. Everyone in the studio knew how to

improve on what Thalberg had already done. Things were tried that almost sank the film. In contrast, Thalberg's posture had always been to let a film alone and see how it all turned out and then make whatever changes he felt necessary to improve or rescue it. Even Bernie Hyman, Thalberg's best friend, got into the act. He wanted that credit, and years later, when I went back to M-G-M, I found that Hyman was officially credited on studio records as the producer of *Camille!* Everyone wanted to diminish the Thalberg charisma—they wanted to obliterate his distinctive stamp of perfectionism. God, how they tried. The entire M-G-M upper echelon wanted to erase the fact that there had ever been an Irving Thalberg.

Thalberg had always been in very delicate health, but just before his death he seemed more robust than he had ever been. He and Norma always spent their wedding anniversary where they had honeymooned, at the Del Monte Hotel. *Camille* was within a couple of weeks of being finished. I was in Thalberg's office with Zoe Akins, having a conference about what remained of the script. We were waiting for Norma to arrive with Louella Parsons from a radio broadcast of *Romeo and Juliet*. While we were talking I said something about "ten years from now" and Thalberg said, "I'm not going to be here ten years from now."

I said, "Irving!"

He said, "I might not be here ten days from now." He shot a mischievous little boy look at me. But when he saw the shock on my face, he said, "Pay no attention to my nonsense." At that moment Norma and Louella arrived and it was all over.

But that night was the last time I ever saw Irving Thalberg alive.

Chapter 6

A week or so before Thalberg went to Del Monte, he had asked me to take over production of *Maytime*, the new Jeanette MacDonald/Nelson Eddy picture. It had been prepared by Max Siegel but, for some reason I never knew, Siegel had resigned and returned to New York.* (The only picture he actually got before the cameras was the aforementioned *Day at the Races*.) Director Edmund Goulding was about to begin shooting with MacDonald and Eddy, but there were big problems, not unusual for one of Goulding's films. He was rewriting the script by himself, and it was in no condition to begin shooting. But for some contractual reason it had to start on schedule; the preparations had been made before I took it over. It was a monumental job to get it into shape and, along with finishing *Camille*, I was incredibly busy.

Goulding insisted on Nelson Eddy doing an aria from *Tosca*, but it was written for a tenor and Eddy was a baritone. That was to be the first number shot: the agony of transposing the music to Eddy's vocal range was something.

Eddie Goulding was a strange man. I liked him very much, but he was always either at your throat or at your knees. He was like Zoe Akins: catch him when he was down and out and his work was superb. Catch him when he had

* I am sure that Max Siegel was not happy in films. He had been brought up in the theater and was very knowing about it, but films held less interest for him. I think Thalberg liked him, but he had never been able to get under Thalberg's skin. I was surprised that Max, who had been a good friend of mine, didn't even say good-bye. Suddenly he was gone.

plenty of money and there was trouble. But he was not as gentle as Zoe. Anything could happen. Later, when he did *Dark Victory* for me, he was in one of his down periods and his work and behavior were superb. But I had other experiences with him at Warners that were not so pleasant, nor rewarding. He was at least 50 percent monster.

Goulding was quite a contrast to George Cukor, whom I had known first in New York and then later at Paramount. When he went to buy his famous house in Beverly Hills, he took me with him to look at it. It was a modest but charming house. In later years he added more and more land and built more and more house. I had dinner there two or three times during the making of *Camille*. I did not particularly like the atmosphere. There was a lot of gossip and chitchat, and I hate that. I'm almost as bad as Jack Warner was about detesting gossip. George himself did little of it, but he seemed to like what went on. I'm no goody two-shoes, but I dislike malevolent spite. Indeed, I probably said something to George, because he always said thereafter that I was a square. I liked George enormously and we got along very well; he was very helpful to me when I needed it.

George's knowledge of script was nil, and his knowledge of camera was next to nil. His knowledge of people and character, on the other hand, was marvelous. And in the fields where he was weakest, he was sensible enough to get the best help he could. He always had a technician he trusted on the set to cover all bases. He didn't always think in terms of the entire picture, but his individual scenes were magnificent.

Cukor couldn't have been improved on as the director of *Camille*. Everything in the film depended on the magic of Garbo. Cukor and she became very close; he understood and brought out the best that was in her. He was so fascinated with her (although I have also seen him do this with other actresses) that if he had a close-up of her, he would often say, without stopping the camera, "One more, Greta." And, by

God, she would give him something different and exquisite every time. In fact, he might get eight or ten takes with her before he had exhausted all that she had to give. You could have made ten films from the outtakes of *Camille*, each with a wonderfully different shading of Garbo.

Cukor was also of the greatest help to Robert Taylor, although I don't think George thought he was all that great an actor. All the women in the film were spectacularly good—Laura Hope Crews was brilliant, and Lenore Ulric, who didn't have the slightest idea of what she was doing and gave not a damn, was lovely. Jessie Ralph was superb. Rex O'Malley was excellent, and Henry Daniel gave his finest film performance. Zoe's script was underrated because all the kudos went to Garbo and the cast and to Cukor. She unjustly had to split her writing credit with Frances and Jimmy Hilton, yet, when she came on the film, everything thereafter was happy sailing.

In the ten days between Thalberg's departure for Del Monte and his untimely death, I knew of nothing wrong, although some people at the studio were aware that something bad was happening. All I knew was that he had returned home ill. Norma later told me that one afternoon Irving was playing bridge on the terrace with Sam Wood, Harpo Marx, and a third man whose name escapes me. The wind came up and Norma went and got him a sweater, as she knew Irving was very susceptible to colds. But he refused to wear it, sensitive to her babying him. "Do you see Sam wearing a sweater? Or Harpo?" So, thanks to his stubborn streak, he caught a cold. He was brought back and, as it turned out, it went almost immediately into lobar pneumonia. That happened on a weekend. On the following Tuesday, Norma called me and asked, "Would you fly east with Irving?" I didn't know he was ill. "It's necessary and he wants someone to fly with him. I know you fly and nobody else I know of does."

"Surely," I replied. "Of course."

She said, "I'll let you know as soon as I know." Two days later, on Thursday, she called back and said, "It won't be necessary. Everything's fine now." He had had a cold and stayed home in the middle of *Camille*, so I suspected nothing. Even Norma's phone call did not especially alert me to trouble. She had hinted of nothing unusual, and I paid no more attention to it.

On the following Monday morning I came into the studio as usual. I had a meeting set for a group of new young writers Thalberg had chosen to work under us; he had asked me to handle them. I was in the middle of that meeting when the door opened and producer Bernie Hyman (who was not part of the Thalberg unit) interrupted us. He asked the writers to leave and, when they had, said, "Irving just died." I looked at him incredulously and he said, "Yes, he's just died." Outwardly he was calm, although I'm sure he was grief stricken. He told me it had happened that morning at a few minutes past ten. I chanced to look at the clock on my desk. It had stopped at approximately that time.* "You haven't anyone to protect you now," said Hyman. "I'm taking over." With that he walked out. I didn't know what to do; the shock of his announcement left me totally unbalanced. I went into the anteroom. Everyone there was weeping; nobody seemed to know what to do. It had hit the staff as hard as it had hit me. Only Al Lewin was not there; he had been at the Thalberg house when Irving died. His long and close friendship with Thalberg had made him the only one on the staff to know of the seriousness of his illness. The last time I saw Thalberg was during that Friday-night meeting a week before. If Norma hadn't come to drive him home, I would have driven him home myself.

The studio was absolutely devastated, shocked. No matter what, Thalberg was much respected and loved by the

* Thalberg died at 10:16 A.M. on September 14, 1936.

ordinary people in the studio. In many ways, he had been the symbol of M-G-M's greatness. I doubt if much work was done at M-G-M that day, or for the next few days.

I don't remember when the funeral was, but it was very soon. By Jewish law, burial is within forty-eight hours. It was a big funeral held in Rabbi Magnin's temple on Wilshire Boulevard, and although he was a pompous, long-winded man, the service was impressive. I vaguely remember sitting next to Merle Oberon, whom I knew only slightly. We were both weeping. The pallbearers were chosen from his oldest friends. I didn't go to look at his face; I just left. It was one of the very few funerals I ever went to. I hate them and, above all, don't believe in them.

Enormous headlines, not only in Los Angeles but across the country, screamed THALBERG DEAD!

Immediately after Irving's death, everyone at M-G-M who was in a position to do so started grabbing. That included, I might add, his best friends. The entire executive hierarchy of M-G-M was called to a meeting in Louis B. Mayer's office. Both Al Lewin and I were included. They wanted to know the status of Thalberg's projects. Among others I remember in the room were Joe Cohn, executive head of studio operations, Sam Katz, a former Paramount exhibition executive who had recently joined the studio in some vague sort of production capacity (and would soon return to exhibition), studio manager Eddie Mannix, and Benny Thau, a sort of executive assistant of Mayer's. I don't remember the rest; I had had no particular contact with them. I went over the list of my projects for them meticulously. I was working at the time on *Pride and Prejudice*, which Thalberg had envisioned for Norma and for which Zoe had started a script; *Maytime*, which was in early production; *Goodbye, Mr. Chips*, the script for which was ready, and *Tish*, the Mary Roberts Rinehart story about a spinster detective with Edna May Oliver, which Sam Wood was planning to direct. I could see that Mayer was sitting there watching me, his mouth wide

open. He was not only a fascinator of people, he could be equally fascinated himself. (He could also become unfascinated—he was a moving object, a UFO.) When I got to *Maytime* and all its problems, Sam Katz suddenly came to life. "It's a good thing Irving died when he did," he erupted. "He would have ruined M-G-M!" I looked at him in amazement, and Mayer caught my distress. He came over, took me by the arm, and gently escorted me to the outer office. He said, "You wait right here." He went back in while I stood there shaking. He returned momentarily and very tenderly said to me, "Nobody will ever speak badly of Irving in your presence again. Never." He took me back in and Sam Katz hated my guts from that day on. Jesus, how he hated me.

I didn't know Mayer at this point at all. The only time I had ever met him was one day briefly when Irving took me up to his office for a meeting Mayer had requested to try to work out their differences. Mayer slammed the door in my face, and Thalberg told him he could talk in front of me or not at all and their meeting ended. I knew Mayer's executive secretary, Ida "Kay" Koverman, who had been Herbert Hoover's executive secretary during his presidency, very well. But she had the good sense to separate our friendship totally from her job. She knew that Mayer could be a very dangerous man, and she liked me and respected my position with Thalberg. He could also be a very helpful man, but as long as Irving Thalberg existed, I had no need of knowing him. Kay was responsible for a lot of the M-G-M talent. She had a great ear for music, an eye for talent, and a sense of the possibilities in neophytes. She brought Judy Garland, among others, into the studio and did her best to keep Judy on an even keel.

After the big meeting broke up, Mayer sent for me privately. He was a very impetuous man—given to sudden infatuations, temper outbursts, emotional moments. He told me that he realized I had tremendous possibilities. He talked of Thalberg when he first met him and compared me with

him. "You will be my new Irving," he enthused. He talked for a few minutes in intensely complimentarily terms and then the interview was over. He was an extraordinary man—my God how extraordinary.

Immediately, *Maytime* was given to Hunt Stromberg. Mayer explained to me that he was the best man for musicals, and it was no loss to me. The Hacketts, Albert and Frances, who worked a good deal with Stromberg, did a quick and skillful script and it went back into production with a new director. (It had been halted at Thalberg's death.) *Tish* was put aside. Mayer told me I could keep *Goodbye, Mr. Chips* after I explained to him the way it was. *Pride and Prejudice* was temporarily shelved, although, when resuscitated, it went to Hunt Stromberg and Greer Garson did it instead of Norma, who had never particularly liked it anyway.

There was also doubt that Norma would ever work again. She grew seriously ill after Irving's death, and nobody knew what her status would be. She was, I believe, under personal contract to Thalberg and not M-G-M. I think Zoe Akins was left on *Pride and Prejudice* to do a quick finish of the script. Stromberg ultimately wanted his own writers on it and probably did not want to use Zoe.

In spite of Mayer's promise that I was to keep *Chips*, the executive committee decided to replace Charles Laughton with Robert Donat and to give the production to an English producer. That happened a little later. Mayer insisted that I sign a long-term contract with M-G-M starting with a nominal raise and then with big increases on a regular basis. It was a straight contract, with no options, and I signed it. Shortly after that, the *Chips* reassignment came and I was left with a remarkably secure job and essentially nothing to do.

Maurice Evans, whom I had brought to see Thalberg, and who had signed a personal contract with him to start at the end of his current theatrical tour, was refusing to re-sign with M-G-M after Thalberg's death. He was in New York, where he was playing the Dauphin opposite Katharine Cornell in

Saint Joan. The show was just finishing its run before taking off on tour. I can't remember how many days it was after Thalberg's death that Mayer asked me to go to New York to see Maurice (whom they wanted badly), but it wasn't long. *Camille* was finished and being assembled when I left. I told Mayer I wasn't sure I could deliver Evans, as he was pretty set in his decision. Mayer said, "Oh, you can. You can do anything." I had been warned about Mayer's silver tongue.

I flew to New York. Mayer didn't like the idea of my flying, but I wanted to get things done as quickly as possible and get back to find out what was going on. I met J. Robert Rubin, the attorney and third man in the Mayer-Thalberg group who had certain stock privileges in M-G-M. He was cordial enough. He put me up at the Waldorf-Astoria in a decent room and arranged for me to meet with Evans promptly. *Saint Joan* had closed in New York and would open in Chicago the following Monday. Evans told me to come to the Chicago opening and he would give me his answer there. I went to Chicago, stayed the night, and saw the play. After the opening he told me, "I signed a contract with a man I trust. I don't trust studios. I'm not a typical leading man nor a sexpot and I don't know why they want me particularly. My place is in the theater, but we do have somebody in this company they should be on their knees to sign. He is eighteen years old and he is fabulous." He introduced me to Tyrone Power. He was incredibly handsome and had the "actor's aura." Fine personality. His teeth needed some attention, but that was easy. Power gave me some pictures which I was to take back to the studio. I was very impressed with him.

When I got back to the studio it was the night of Roosevelt's landslide victory over presidential contender Alf Landon. Mayer was a big, big Republican and took it hard. He gave me very short shrift when I saw him. I knew the honeymoon with Mayer was over because I didn't get Maurice. I told him about Ty Power, told him he would be in Los Angeles soon, how impressive he was, and about Maurice's

high regard for him (and Maurice knew actors and acting). He told me to take the Power photos to Billy Grady in Casting and tell him about him. (Grady thought nothing of Power and did nothing about him. But Twentieth Century-Fox sure did and he became an enormous star.)

Mayer was not stylish at all, but he was quite dapper. He wore glasses with thick lenses. In ordinary times he spoke very softly, although he could out-roar and out-bellow anyone. Through all his gentleness to me I could sense his enormous power over himself and others. His magnetism could not be missed. He was a spellbinder and a hypnotist. By reputation he could charm anyone.

When Thalberg gave up his position as production boss at M-G-M, Mayer officially took over. But except for certain rules (all mothers were saints, women were sacred, as was the family, etc., etc.) he never got into production. And nobody was about to let him get into production. Mayer had been dead set against making *The Red Headed Woman* and more so against letting Jean Harlow play her, but he had bowed to Irving on that point and later told me that Thalberg had been right. In fact, Mayer told me that Thalberg was the only person he would eventually step back for. He said, "The rest of them are all dummies."

His interest in production was just beginning to grow. From that first day he never let me out of his sight. He would send for me and spend hours talking. He wanted to make me a Mayer man and rid me of the Thalberg stigma. But he was conscious of what had already been said about the decline in M-G-M quality since Thalberg had established his own unit. So it was to be subtly understood that Thalberg had not built M-G-M and that M-G-M would continue without him. I must say that Mayer was less involved in downgrading Thalberg than were the others—all his "friends" who owed their careers to him. Eddie Mannix was the sole exception. He had been the closest to Thalberg of anyone in the studio, had even been Thalberg's assistant at one point. Eddie was a big, tough

Irishman. The story was that he had been a bouncer at Nick Schenck's amusement park in their pre-M-G-M days. Irving liked him very much, and Eddie reciprocated. I liked Mannix far better than anyone else in the studio and he was always very fair and helpful to me, but when I heard, years later, the things that Jack Cummings said about him, Jesus God, Mannix was a monster! I like Jack, but I doubt his judgment of Mannix. Eddie was reasonable, which none of the others were. You could tell him something and he would listen and weigh. If he understood a problem he would do something about it. I think his attitude toward me was colored by my Thalberg past. If I had not had it, he might have treated me like a pesky fly.

I don't know if Mannix was part of the scrambling process after Thalberg's death, but at least he had respect for him. He was the only one, apart from Mayer himself, in that whole goddamn crew that showed any respect.

My sessions with Mayer were, to say the least, repetitious. I heard the story of his life over and over, and he always ended the meetings with, "I'm going to make you the new Irving Thalberg." He would also discuss the men at M-G-M—and did he slam and crucify his top executives! I don't know how much of it he really meant, but that was Mayer. He had no morality of any sort, apart from his goody-goody feelings about mothers and the family. I was a new thing in his life—fresh, different from anyone else in the studio. And I was part of the Thalberg tradition. Kay Koverman, Mayer's secretary, played it all straight, but she knew how temporary his affections were. She never warned me against Mayer, but she subtly let me know that he was a fickle heart.

While this was going on, Benny Thau called me in and told me that *Camille* was being turned over to Bernie Hyman, the producer of *San Francisco*, a big hit which was not a Thalberg production. Thau downgraded the move, saying, "It's finished and there's very little to do." But he added,

"Hyman was a dear friend of Irving's. He might help it and he definitely won't hurt it." There was nothing I could say.

I knew my bones were being picked. Mayer had signed me to a long-term contract and I wondered what would happen to me. I knew Mayer's support was fragile. Phil Berg, who had been against my signing with them, advised me to play it cool.

While in New York, I ran into Erich Maria Remarque's agent. He had the manuscript of Remarque's new book *Three Comrades*, which he gave me. No one in the industry had yet read it. Before that, through another agent, Dick Polimer, I had been given an original story by Wallace Sullivan that later became the basis of *Libeled Lady*, a big success that starred Bill Powell, Jean Harlow, and Myrna Loy. Zanuck had made an offer on it, but M-G-M snapped it up. Then it was taken from me and given to somebody else. I was given an option for M-G-M on *Three Comrades*. Again, M-G-M liked it and bought it. Of course, I lost out on that one too.

Sometime during the honeymoon with Mayer, he asked me if I would bring Garbo to see him; she had never been in his office. I talked to her and she said, "Sure." I walked her up to his office and he slammed the door in my face. I'm sure he made a pass at her. Two minutes later she emerged and said, "That was an experience!"

Garbo had been quite friendly during the shooting of *Camille*. The day the picture finally was finished I ran into Garbo on the lot. She was getting into her Packard, for which she had a colored driver. I waved and said, "Hi, Greta." She saw me, put her hood over her head, rushed into the car without speaking, and quickly drove away. That was the last I saw of her for many years. It wasn't because Garbo knew what was happening to me on the lot, it was just her way. Cukor and she made fast friends. I never did get beyond the

ordinary courtesies of daily contact.*

The next day I had a call. Mr. Mayer wanted to see me. When I arrived at his office, Kay told me he was in with the dentist. M-G-M had a dental office on the floor above Mayer's office. They had the use of a superlative dentist who had come in during the Hearst regime and had certain days at M-G-M. I had visited him before.

When I got out of the elevator and opened the door, I realized that Mayer was probably in the dentist's chair in the inner room. The dentist asked who was there when I knocked, and when I gave my name he said, "Come on in." I think if Mayer had been able to stop him, what happened next might have been averted.

There was Mayer in the chair with his teeth out. He looked a little like the caves of Capri. Mayer stared at me in horror. He was a vain man, and this was simply too much. I realized I had better get out and quickly told him I would wait for him in his office. Kay sensed that something had happened but did not ask what. When Mayer came back he glared at me and hurried into his office. That ended his daily calls to me.

They left me in the Thalberg bungalow, all by myself. All the others had been disposed of and Al Lewin had taken a contract at Paramount. They left Harold Lee outside to answer phone calls, but the phone had stopped ringing. It's something that always happens in Hollywood: when things go against you, the phone stops ringing. One time in my life the phone stopped ringing for seven years.

* Years later, Ingrid Bergman, who had been a good friend of mine both before and during the making of *Arch of Triumph*, gave Lewis Milestone and me large framed color photographs of herself for Christmas. On them she wrote, "Salud, Milly" and "Salud, David." It was a line from the picture. "Ingrid," Milestone asked, "why can't you at least say, 'Love, Ingrid'?" Next year," she replied, "I might not love you anymore. Love is one thing, salud is another."

When I was in New York, I had heard from Cukor. There had been a bad preview of *Camille* in Santa Barbara. I didn't know that Bernie Hyman had made extensive retakes before the showing. George conceded they had made "a couple of retakes," nothing serious he assured me, because Hyman didn't think she had been properly set up in the beginning. When I returned to California, I learned another preview was scheduled at the Golden Gate Theatre in Whittier, a kind of standby preview theater for M-G-M, so I went. I was horrified. Hyman's new beginning was interminable and set up the characters all too well; anything they did from there on out was pure boredom. *Camille* had suddenly become a heavy-handed costume picture. Hyman had cut the scene that established Marguerite as a caring woman and had removed the conflict in her loyalty to the Baron and her love for Armand. The scenes showing the jealousy of the boy were cut: he was now the same old dreary Armand Duval from the novel.* What Thalberg had striven for in those months of preparation was suddenly gone.

The whole thing was a disaster. Garbo was there, and the audience applauded when the Baron slapped her! They hated her. She shuddered and was gone when the preview ended. So were the studio personnel, leaving me alone to ponder the situation.

The next morning I got with Zoe as early as possible. I asked her if she realized what they had done to the picture. When she said, "No," I told her all of Thalberg's worst fears had been realized. She said, "Let's go see Eddie Mannix. I have an idea."

* The scene that set it up was a very good scene, but Hyman in his wisdom felt it somehow didn't play. It was outside at a cafe: in the scene, Armand urged Marquerite to leave the Baron, but she told him she "owed" something to the Baron.

We told Eddie about Thalberg's obsession with the love story, and the key to it—the boy's jealousy—that had enabled Thalberg to start the picture. Mannix understood, but was reluctant to act. The film, we figured, needed a retake of one scene and two additional inserts which intensified Armand's distrust of Marguerite. Aside from offending Hyman (who had no part in these discussions), Eddie didn't think there was time for any more retakes; the film was set for another preview at the Four Star Theatre in just a few days and was scheduled to open a new theater in Palm Springs on December 10th. But Zoe knew exactly what to do: "I'll have a new scene ready in twenty minutes," she assured us. And, sure enough, back she came in exactly twenty minutes with the poignant scene which begins, "Once I had a little dog . . ." Eddie read the scene and promptly approved the needed retakes. He also approved extensive cuts in Hyman's new opening, which had cost the company an additional $100,000. When we were finished, very little was left of it. The opening had made the film a stodgy period piece, which was precisely what Thalberg had wanted to avoid. He said of period pictures in general, "If the audience can't forget about the costumes in the first five minutes, you're never going to capture them." Thalberg, of course, knew that the gradual unveiling of character is what makes any film live.

Garbo and Cukor were immediately notified; the retakes were made the next morning and inserted into the film just in time for the Four Star preview, to which, incidentally, I was not invited. But screenwriter Norman Krasna stopped by afterwards to tell me that the picture was one of the best he had ever seen. And Margaret Booth, the cutter, threw her arms around me and said, "It's great!"

In all of this, Cukor had no responsibility. He had done what Hyman had insisted he do. But I think he was very happy with the outcome. Then Hyman, who still had titular control of the film, didn't want to give me the associate

producer credit to which I was entitled. I talked to Cukor about it. "But you're not the producer of the picture," he said.

"I know, I know," I replied. "Thalberg was the producer, but he always gave me associate producer credit."

George nodded. "That I think you should have. You certainly contributed to the picture by that much." He went to bat for me, a fact for which I shall always be grateful. It is due to him that my name is on the picture today.

From then on, I was totally ignored. I talked with Mannix, implored him for work, or at least a release from my contract, but he knew Mayer would never agree to it. They wanted to hold onto the Thalberg people in case they went elsewhere and did well, but they also wanted to denigrate the Thalberg image and put their own in its place. Mannix finally sent me to Harry Rapf, who made the M-G-M "B" product. I couldn't understand a word he said and he was equally at a loss to understand me. Mannix knew it wouldn't work. All he could tell me was to try and wait it out.

A month or so after Thalberg's death, Norma called me and asked if I would come by the house that afternoon. She was lonely. She had many people around her, including some of Irving's old friends, but she needed someone to whom she could talk, someone from outside the old crowd.

Specifically, she wanted to talk about Irving's plans for her own career. She was particularly interested in *Marie Antoinette* and wanted to know if Thalberg had ever discussed it with me. He had, telling me he thought it a classic tragedy. He believed that great tragedy was illuminated by characters who, through their own folly, brought themselves to ruin, but who, in the face of their enemies, rose to great dignity and honor and paid for their sins with true nobility of spirit. Norma's instant reaction was that she had no intention of playing Marie Antoinette as a foolish woman or as an unsympathetic character. She said no audience would accept a star in that kind of role. I could not argue with her and, in

the end, *Marie Antoinette* suffered because of Norma's attitude, although she was superb in the latter half of the film.

From then on I saw a good deal of Norma. She wanted to talk about Irving and told me at one point that when she had wanted me to fly east with him it was for the purpose of taking him to the Mayo Clinic, where they were using the new sulfa drugs to treat respiratory illnesses. His old family doctor had opposed the idea, and Norma finally gave into him. She was thereafter tortured with the thought that, had she made the right decision, Thalberg might have lived. The night after his death, in fact, she had wandered the cold beach, hoping to make herself incurably ill. She got pneumonia, but Norma was physically strong and recovered.

Although the main worry about Thalberg's health had always been his rheumatic heart, he died of lobar pneumonia. After his death, they found his heart to be in perfect condition.

I gave Norma what comfort I could, but she wanted to pour out her worries and doubts and I let her. I found her as devoted as Thalberg had always told me she was and, in every way, a remarkably lovely woman.

We often dined together, and I was her escort to the few small functions she attended. She was very friendly with Sylvia and Douglas Fairbanks, who lived next door to her, and the four of us were together a great deal. My friendship with Norma endured for years, and I was happy to see her strength return. She was truly one of the best people I encountered in my life. We were constant companions, even after I left M-G-M for Warners.

My feelings about the people who touched my life during the Thalberg and M-G-M experience are vivid and strong. I can say I had the deepest respect for Irving Thalberg, combined with a deep love for the man as well. For Norma, I had great love combined with respect for her as a woman of extraordinary beauty, both outside and in. I thought Eddie Mannix a man of decency and fairness. He also had a love

for Thalberg and perhaps that is why he showed me the best side of his nature.

Regarding Benny Thau, I thought him the only man in the business I ever knew for whom I had absolutely no respect. I thought him untalented, a coward, a bully without one redeeming feature. Louis B. Mayer, in contrast, I found to be a fascinating figure: brilliant, seductive, unprincipled, but all in all a man of genius, one of only three such men with whom I crossed paths in the motion picture business. Al Lewin, bright though he was, I found to be a rather pompous joke.

I cannot lump Frances Marion in with these people. She was a friend, an ally, and although I knew that as a writer she was not in tune with the times, I can say nothing but the best of her. I owe my entire tenure at M-G-M to her, including the experience of working with—and knowing—a truly great man: Irving Grant Thalberg.

Chapter 7

I was stuck at M-G-M and going mad by the minute. I had nothing. No projects. I sat in that goddamn Thalberg bungalow. I had nobody, no superior of any kind.

Louis B. Mayer had been instrumental in my being signed, but he dropped me like a hot potato; I didn't exist at all. I represented Roosevelt and he represented Landon. I had seen him with his teeth out—that memory was part of it because he had to be a glamorous old coot. He once said to me, "You know, Irving and I are the same age." Irving was 37, and Mayer must have been in his fifties. He was a very vain man. Very, very vain.

And so I sat in this funeral parlor that the Thalberg building had become. Nobody came near it. Nobody bothered with it. They cleaned it, but that was about all.

Phil Berg, my agent, said, "There's nothing you can do." At that time, he was not taking money because I had not yet reached $500 a week. They had raised me to $400 a week after Irving's death (that was the beginning of the new contract) and apparently I was going to sit there for it. I read; I don't know what I did. I went out of my mind. It was a period of almost total eclipse.

This was my condition as of Easter weekend, 1937. Fortunately, I had the life-saving ability to leave my professional problems at the studio, although party-going on the weekends was as much business as pleasure. Ouida and Basil Rathbone gave the definitive Hollywood parties at this time, and there was a big one scheduled for that Saturday.

I always went to the Rathbones' parties. Ouida was a very good friend of mine, as was Basil. I had met them when I first arrived in California, and Ouida had taken me under her wing. She was a rather heavy, slightly faded relic of the past, but a very clever woman. And very outgoing.

She loved big parties and loved to give them. She had been married to George Fitzmaurice before she married Basil Rathbone, and she wrote. Ouida was *the* Hollywood hostess. Her parties were always well attended. Everybody who was anybody came, and a few who weren't (she had a little pet group) were there as well. At that time, of course, I had no name and was one of the pets. Maybe one of the up-and-coming.

I arrived fashionably late that night, chauffeured in a borrowed Cadillac by a young man who worked at the gas station across from M-G-M. I wore tails, and although I usually didn't go to these things alone, it was a bride-and-groom party. Costume parties were extremely popular. They were for married couples, but there always had to be a few extra men. I was one; I had no bride.

The party occurred at the old Victor Hugo at the corner of Beverly and Wilshire. It was sort of the elegant restaurant to go to: a blase, one-story affair. At that time, there was no architecture in Los Angeles to speak of, but it was a large, well-formed building, not like most other restaurants in that it was much larger.

The Rathbones were at the entrance to greet their guests. They were in costume, of course, and Ouida was wearing a Hungarian get-up. She threw her arms around me and pointed me in the direction of my table. It was a dinner and there were place cards for all. And a dance floor, complete with a good-sized orchestra. There must have been a couple of hundred people there.

When I found my seat, I was immediately served a drink. You never went to get anything at a Rathbone party; everything was served. There must have been fifty in help. Theirs

were the most elegant parties. No one could touch the Rathbones, and no one tried. They were the acknowledged leaders in that kind of entertainment.

You couldn't tell if Basil shared Ouida's enthusiasm for party giving; I suspect he more or less went along with it. He was actually somewhat distant, even in the home. Ouida was warm and outgoing and obviously ran the show. She was the Madame de Stael of Hollywood, and she relished that position. In fact, she was absolutely determined to have it.

Somehow, I found myself seated near Louella Parsons and her husband, Docky. They were in early American bride-and-groom. Louella knew me from my association with Irving Thalberg and was kind of taken with me. I was invited to join them at their table, which I did.

Docky, as usual, was under the weather with booze. I guess he was boozed up even before he came. Docky would get very funny to himself and not really funny to anyone else. He would laugh at himself, and Louella would get a little flustered and exclaim, "Ohhh Doc-key!"

Docky told a joke. "You know what a coward is?" he asked. I didn't. "It's a man who gets out of the bathtub to pee!" Right across the dinner table!

Louella said, "Ohhh Doc-key!" and then turned to me. "I don't know . . ." she moaned. "I don't think Docky feels very good. Can you help him out to the car?"

So I helped Docky up and waltzed him outside, into the waiting arms of Collins, their black chauffeur.

When I returned, Louella latched onto me. "Now you're my beau," she said.

I said fine; it was all in a spirit of great fun. "Would you like to dance?" I asked.

"Love to dance!" said she.

We made our way to the dance floor, at one end of this large hall filled with long banquet tables. Louella knew everybody, but I was a somewhat new adjunct. The new hadn't worn off me yet. She was very anxious to find out

about me; I think I was the only stag there. Anyway, she moved in.

Louella began her interrogation and while we were dancing, my eyes roamed the room. Soon, they were focused on the most beautiful emerald I have ever seen in my life. It was attached to a gold chain and hanging in front of a woman. I paid her no attention, however, just her jewel. It was round and must have been an inch-and-a-half in diameter. It was a beautiful piece—perfect! Firey!

I've always been crazy for emeralds. I think they're fabulous stones. But you tell me what attracts me to them. It's been a thing from childhood. For several moments I didn't hear what Louella was saying to me. She nudged me and said, "You're staring. You know who you're staring at?"

"No." I was not about to tell her I was staring at the emerald, not the woman.

"That's Ann Warner," Louella said.

The name didn't register with me.

"And she's with *Jack* Warner. Her husband."

I looked up from the most beautiful emerald I had ever seen and saw the most beautiful woman I had ever seen. She was dark, and I had never seen skin quite like hers. It was so fine, so textured. Flawless. And her eyes—an exotic quality I can't describe. She had a body that was marvelously formed and moved with a kind of quick grace. Unbelievable!

I suppose I knew who Jack Warner was, but I couldn't relate the name to a social occasion such as this. They both were in Arabian outfits and seemed like pleasant people. Louella danced me—or rather dragged me—over. "I want you to meet my dearest friend and new beau, David Lewis. This is Ann and Jack Warner."

The closer I got, the more beautiful Ann got. Jack was shorter than I, but very well built. I later found out that he dyed his hair and moustache. "I don't think you've been watching me," said Ann. "I think you've been watching my emerald."

I was somewhat embarrassed. "To me, they're the most fabulous stones in the world," I said.

She laughed. "Well, this is my good one. I have one at home that's not quite as good. It depends on where I go whether I wear this one or the other."

Louella said, "Oh . . . he's been with Irving Thalberg, and he's at Metro, and I don't think he's very happy . . ."

To complete strangers!

I think Ann liked me enormously, but I don't think Jack would have said anything had Thalberg's name not been mentioned. I'm sure he didn't know who the hell I was. "Are you happy there?" he asked.

"Miserable," I replied.

"Would you like to come to Warners?"

"I'd love to." It all happened that fast.

"Good," he said. "Come and see me at the studio Tuesday afternoon at two. Do you have an agent?"

"Phil Berg handles me," I said.

"Phil's a very good friend of mine," he said. "We're going to play tennis tomorrow. Would you rather he talked to me?"

"Let me ask him," I said. "He may send me out, or he may want to see you."

"I'll mention it Sunday," he said. And then we parted.

It was done in a matter of moments, and Louella was vastly pleased with herself. "Well!" she said. "That's all good, isn't it?"

I said, "It's all fine."

"Now keep in touch," she admonished. "I'm not going to let him screw you!"

"Anything would be a relief from Metro."

"If anything happens, get in touch with me. If not, I'll keep in touch with you!"

"Fine."

The festivities continued. It must have been two in the morning when we finally left. I was practically done-in, but not Louella. "Let's go gamble at the Clover Club!" she said.

"I don't gamble," I said, "but I'll go with you."

"They'll give us chips when we go in," she urged. "If you haven't any cash, they'll give you credit on my word." She probably wouldn't have had to pay for them, but she never took anything from anybody. Louella always paid her own way.

And so we went to the Clover Club: I in tails, she in this early American thing—a plains outfit with bonnet and all. The Clover Club was an afterhours place kept alive—I'm sure—by pay offs to the local authorities. It was an old house in the Hollywood Hills, about a block above Sunset. Everybody knew about it, but it wasn't easy to get in. They all knew Louella, and she had a fine time for probably an hour. I threw a couple of dollars in too, but it was principally her excursion.

God knows what Carl, my driver for the evening, did during all this. I kept checking my watch and wondering what he was thinking of us. I wanted to get Louella out of there, but I was no longer tired. I was exhilarated; having a ball. What the hell? I had met Jack Warner and it looked like I was going to be rid of Metro. I played blackjack and didn't lose, either. I don't suppose they would let us lose.

Before long, I got bored with the gambling. I said to Louella, "How would you like to go to the sunrise services at the Bowl?"

"Love it!"

Off we flew. Thank God I had a driver—I know I never would have made it there otherwise. Carl knew the way and, oddly enough, he seemed to be enjoying himself thoroughly. We got there just before things began, and all three of us stood up front. Louella, being a proselyte Catholic, loved the whole thing; enjoyed herself beyond words. I must say I liked it too.

When it was over, it was obvious she didn't want to go home. I don't know just what she wanted, but she didn't want to go home. We all got in the car and talked a little. Now it was light. It was Sunday morning. Finally, Louella said,

"I'd better go back and look after Docky." Docky was lost to the world, but we gratefully took her home.

It was close to eight o'clock when we got back to my home on Amalfi Drive. One of the servants was up and gave us breakfast. I tried to pay Carl more than the $20 we had agreed upon, but I had trouble convincing him to take that. He came upstairs, helped me out of the outfit I was in, and then took his car and went home.

I have no idea how long I slept.

Chapter 8

At M-G-M, Eddie Mannix said, "If he gets seven-fifty a week, I'll let him go." He said that mainly for my sake. He was a company man, but he was also a very compassionate and good man. And I suppose that information was relayed to Jack Warner. Warner handled the negotiations, and he enjoyed them. Later, he turned me over to Hal Wallis, who cut my salary from $750 to $600. Maybe that was the ploy at Warners, I don't know.

Jack and Phil Berg had talked. Berg called me the next day and said, "Go out by yourself." He told me to be sure not to smoke in Warner's office. Jack loved cigars but was absolutely anticigarette smoking; couldn't stand it. At his home, he was very gracious about it and didn't seem to care. But there was an obsession about cleaning ashtrays—they'd be out before they were in—and Ann never smoked, at least not that I ever remember. Phil said, "He seemed to like you very much, and he seemed to be intrigued. Obviously both of them like you—both Ann and Jack."

So out I went. Phil told me to drive onto the lot, which was a concession I had never had anywhere else. That seemed very impressive—to drive onto a lot. Usually, you'd just go into the parking lot across the street and pay for it. M-G-M had a big lot, but it was so jammed with buildings that there was very little room to park. At Warners there was more room to park, and later on you would drive through the gate and park, and that was how they checked up on you. Warner, I found, had an obsession with timeliness, whether you worked there or not. Phil warned me about that, too, and

I was a few minutes early. Jack's office was in the executive building, a two-story building fronted on the street. On the first floor was the legal department. He was on the second floor.

I went into an anteroom and there was a gate behind which the secretaries sat, then the entrance to Warner's office. I arrived a couple of minutes early, but there was no waiting. Warner was ready for me, which was very courteous. I later found that if Warner ever sent for you, you weren't kept waiting.

Jack said his equivalent of Welcome Aboard. "I'm glad that you're coming to join the studio," he said. As far as he was concerned, I was in. He added, "I've talked to Phil about the money, and it's all right with me. Whatever we worked out is fine." Jack was a man who made decisions and stuck to them. I think that he was impressed with Louella, he was impressed with Thalberg, he liked me, and I think Ann liked me too. She knew I was intelligent, she knew there was no bullshit about me. Jack went along with Ann a lot, but he was the one who made the offer.

Warner didn't get rid of me quickly. He didn't make his point and say, "Go see Wallis." His point was to get to know me—and for me to get to know him, although that was not as important as for him to get to know me. He didn't ask a lot of questions. He finally said, "I think you should go in and see Hal Wallis," and he explained the studio setup. I was being hired as a supervisor (subsequently they were called associate producers). I would be given assignments and later on, if I proved to be worthy and if I wanted to do a particular project, I was to bring it to their attention and they would consider it, meaning Wallis and himself. This was a man who was progressive, open, vulnerable . . . although God knows he covered it. And he was fair. I never knew Jack Warner—or his studio—to welch on a deal.

He asked if I understood the setup and agreed to it, which, of course, I did. Then, as I suppose Hal was expecting

me, Jack put his arm around me and led me out through the gate and right across the hall to Hal Wallis' office. We were at the end of the building. Wallis' office was on one side, facing the street, and Warner's office was on the other, facing the lot. I went in and told Paul Nathan, one of his two secretaries, who I was and he said, "Just a moment," and called in. I waited there. In *that* office I waited. This was to impress me, I think. After 25 minutes, I got the okay to go in. Wallis was a hell of a lot less warm than Warner. Warner knew that Phil Berg had talked about $750 and he seemed to be agreeable. Wallis explained again all that Warner had explained about the studio setup, but he was not as nice about it. I think he has an innate shyness about him, and I think he puts on a front to cover it. I found out later that he was burning that Warner had not consulted him about hiring me. He had been handed a new producer in whose hiring he had had no part.

Earlier, Warner had said, "You won't find the stars here that you worked with at Metro. Our Gable is Humphrey Bogart, and our Garbo is Bette Davis. You won't have the easy casting problems you had at Metro. That's why we don't tailor stuff for our stars, we buy stories." This was said in his usual sort of jocular manner. Underneath it though, he meant every word of it. Warner wanted me to be successful and happy, but not to expect the time, leisure, money, and casting that I had had before. He didn't want me to have a false expectation coming in, and by God, they worked on their system. For me, and for its time, it turned out to be miraculous.

Wallis was coolish. I think he intended to take me down a few pegs. I'd been at Metro, I'd been with Thalberg, and he, by God, was better than Thalberg. That was the attitude I met so often toward the name of Thalberg, the reputation of Thalberg. Wallis thought he could out-Thalberg Thalberg any day of the week.

From the beginning, I had a great feeling of openness with Warner. I was, however, not impressed with Wallis; things were going to be cagey with him. It later turned out that there were certain people on his side, and Warner had certain people on his side. Not so many, and although Warner liked the Wallis people, Wallis hated the Warner people—the ones that had Warner's stamp on them. In certain ways, Wallis was a threatened and insecure man; more insecure than Warner. What there was between them, I don't know, although Warner always talked about Hal as if he were a new brother. I never heard Wallis openly express his feelings about Warner. That was a difference in them.

When I got to Warners, I very quickly saw a welcome difference between their creative structure and what I had seen at M-G-M. There were only two executives at Warner Bros. in charge of production: J. L. Warner and Hal Wallis. At M-G-M there were at least eight executives and the power struggle was immense and constant. The roadblocks they created showed in their product; they created tension and constant turmoil. The Warner system was simple, clear, and functioned extremely well. J. L. was the overseer of the entire system, the final word, although he worked well with Wallis. There were some alliances, but the problems were minimal.

Although Warner was not at his best as a producer, he was a superb executive. He read scripts and made suggestions, some very useful and some less so. Wallis, at that time, was not particularly creative, but strong editorially and an excellent administrator. Warner and I agreed that a script should have a beginning, a middle, and a resolution.

All the "supervisors" had offices on the second floor of the main building. I was given an office at the end of the floor. Most of the other offices, except for Bob Lord's, were located on a hall which extended from the corridor. The offices of Henry Blanke, Louis Edelman, and Sam Bischoff were there. Brynie Foy, who ran the "B" unit and was not under Wallis' dominion, was next door to me. The casting offices, the

wardrobe department, and some others were behind a swinging door further along the corridor my office was on. My office, incidently, was the only supervisor's office without bathroom facilities.

Foy, who was known as the "Keeper of the Bs," was a longtime friend of Warner's. He was a jovial, somewhat malicious man, and he and Wallis were unfriendly. Lord escaped classification. He had been a very successful Warner writer, considered to be one of their best. The rumors were that when Darryl Zanuck left the studio to form Twentieth Century, Lord had been Warner's first choice to head production under him, but for some reason Wallis won out. Maybe that was because Lord was indifferent to anything outside of his own work. He was a cool character and a very private one. Wallis didn't dare challenge him; his record was too strong. Wallis did have one wonderful trait, however—the ability to absorb the creative qualities of others and put them to good use. I doubt if he had any great creative gift, but he could take from others who did.

Henry Blanke, whom I believe to be the best creative producer I ever knew, was a gentle and timid man. He was dominated by his wife at home and by Wallis at the studio. They were friends and he may have been the closest to Wallis of any of us. He had been with Ernst Lubitsch and was not only deeply talented, but had had excellent training for films.

In the schism between the Warner and Wallis men, Foy belonged to Warner. I was also strongly in the Warner camp. So was Mark Hellinger, who came to the studio not long after. Bischoff and Edelman were in the middle, belonging to neither group. Bischoff was a gregarious, cigar-chewing man who had a long record of good box office pictures, never outstanding but saleable. Edelman was a nervous young man, very good at his job, but trusting of no one. His assignments were middle-of-the-road, never innovative or exceptional, but successful nonetheless.

Steve Trilling, who was a friend of Warner's but got along with Wallis, was head of casting. He was very helpful and had a flair for unusual casting. I liked him enormously and although the law at Warners was to use the stock company at all times, he was somehow able to get the best outsiders when the situation demanded. He was especially adept at casting good people when budget restrictions threatened to dictate otherwise.

The wardrobe department had three top designers. Orry-Kelly, one of the big talents in the business, dressed Bette Davis and the top outside stars who came to the studio. Howard Shoup usually did the younger actresses, and Milo Anderson fell somewhere in between. I believe he dressed Kay Francis and some of the lesser stars.

There was a rule for Warner supervisors—no advertising or sought publicity. We were supposed to remain anonymous. Naturally, the Hollywood press picked up on our activities, but even this was frowned upon. Warner liked to have the whole show for himself, although Wallis shared in it to a smaller degree. Warner had a favorite expression when any matter of authority came up. "Go outside," he demanded, "and see if the sign reads The David Lewis Studio!" In spite of the way it seemed, Warner was not a hog about such things. It was Wallis who tended to be.

Chapter 9

I suppose there were some actors and directors who respected a good screenplay, but there weren't many. Most of them didn't seem to realize that the stronger the foundation, the better the end result. The screenplay was the floor plan—the design for the film—and a good one simply gave them more to work with.

A good screenplay has believable characters behaving understandably to an audience. And it makes it possible for good performances to emerge. Skillful writing, careful thought, a certain level of inspiration, and fully developed characters are all part of a good script. Plus, of course, a story worth telling.

Sound undoubtedly brought more prominence to the screenplay; the words technology injected into the cinema had to have meaning. Silent screenplays were very maneuverable. You could change the entire meaning of a scene with a subtitle. Frances Marion once told me how many silent pictures she had twisted and turned with subtitles. Lenore Coffee was famous for completely reversing the meaning of a silent film. But where silent screenplays could be likened to a skeletal map, pointing the direction without specifying a route, sound screenplays, by necessity, became complete road maps, providing routes and signs by which a particular trip could be made. The added expenses incurred by the technicalities of sound recording made such detail mandatory and infused the screenplay with a quality that elevated it, at times, to the status of literature.

I do not—as some do—see the screenplay as a bastard piece of writing. A good one can stand on its own as a work of art. It's important to remember, however, that the writer of a screenplay is writing for a very general audience. The screen attracts probably fifty times the audience a stage play does. What a screenwriter writes also has a dual purpose—to reach both the audience *and* the people who will turn it into a film.

I cannot remember when I first began to distinguish a good script. What held my interest and had fine characterizations I found to be superior. Unless ruined in production, what read well on paper usually turned out well on the screen. I read a lot of good screenplays that were never made—sabotaged by the studio system. That happened at Paramount and very often at M-G-M, where, in the post-Thalberg era, they were rejected by a board which ran the place.

Usually the final version of a screenplay—after all the revisions—was much worse than the original draft. By the time everybody got through throwing their two-bits' worth in the pot, the screenplay had lost a lot of its freshness and originality. Ben Schulberg always wanted to change everything, whether it needed it or not. That taught me to be careful to nourish the original conception of a film and not to make destructive changes.

As a producer, I found the development of the screenplay to be the most creative part of the process. You had to continually watch what was going on to make sure you were getting as close to 100 percent as possible. Everybody hoped that the material chosen would be accepted and bought by the public, but there was no way to insure that. In fact, as always, more than half of the films made in Hollywood during the so-called "golden era" lost money.

Immediately upon my arrival at Warners, I was assigned a Faith Baldwin story called *Men Are Such Fools*. Others had worked on it, and there were several unusable scripts

around, all trying to make a great deal out of a basically innocuous, though pleasant, piece of work. It was sort of a B-plus, a small budget picture, and I was assigned Norman Reilly Raine to write it. As I remember, he had been a newspaperman and had written at least one novel, but he strongly lacked a sense of dramatic construction. Raine was stubborn, and the script needed structure. He wouldn't take guidance, and you had to fool him and make him think the ideas you were trying to get across were his. Warner knew that I had done a fair amount of writing, but he insisted I stay out of that end entirely. In time, Warren Duff, a staff writer who was a good organizer of material, came on the project and we finally got a script we could shoot. It was nothing to be proud of, but it was ready. Horace Jackson, a good dialogue writer, did some additional work that helped as well. All this took eight to ten weeks.

The writers, I found, were in a building at the far end of the lot. They had tiny cells to work in, just as though they were in jail. The writers' building was taboo to supervisors; you had to call a writer to your office or there would be hell to pay. Someone was always watching your every move, and pink and blue notes flew if you crossed over the line.

Men Are Such Fools was intended for Priscilla Lane and Wayne Morris. Priscilla Lane was one of the three Lane sisters under contract to Warners. Rumors were that Wallis was having an affair with the oldest sister, Lola. The studio thought Priscilla Lane had promise. I didn't think so; I thought she was just a cutie-pie and not a good actress, but I got stuck with her a couple of times. Busby Berkeley, the justly famous dance director, was chosen to direct. He was a joy to work with: happy, effervescent, and very knowledgeable. He said, "No film ever starts at night with people going to bed, so let's do it." I would never have thought of it, but it was kind of fun. He helped our pedestrian script enormously. Humphrey Bogart, whom Warner had earlier characterized as their Clark Gable, was idle at the time and added to the

cast. I had known Bogie for several years and had a somewhat jocular relationship with him.

The Warner system required that everything written during a given week go to Hal Wallis on Friday. On Monday morning, it reappeared on your desk with his cuts but no comments. I had learned from Thalberg that the best way to cut was to finish the script, let it lie for a couple of weeks, then cut the plot and leave all the wonderful character bits that told the audience everything it needed to know anyway. Wallis, instead, cut the entertainment and left the plot. Warner, on the other hand, had a knack of putting his finger on weak spots, but had no idea how to fix them. I soon learned that I could cut the Thalberg way at Warners so long as it didn't come out any longer.

Dick Polimer, an agent friend of mine who had brought me the original story from which *Libeled Lady* was made, brought me another by the same author, Wallace Sullivan. Like *Libeled Lady*, it had four main characters and two intermingled love stories. It also had an old millionaire father of one of the girls, who was a miniature-train addict, a very amusing fellow who added to the fun. I took it to Walter MacEwen, who was, at that time, Wallis' assistant. Walter was a bright Scotsman who liked my work in script. He thought the story an unusually good one and took it to Wallis and Warner, who in turn bought it and assigned it to me. Wallis had little faith in the film, maybe because of me, but Warner liked the project, and it was really because of him that the film came off. He had wanted to do it with a couple of the Lane sisters and maybe Jeffrey Lynn. I talked to Warner: I reminded him that *Libeled Lady* had been a big hit. I told him that Wallace Sullivan was far from a great writer, but he had a very inventive mind. He dealt with foursomes and really made them work. I told him I knew the film had a real chance.

Sig Herzig, a staff writer and a darling man, was put on it. He was an unusually humorous fellow and did a decent job, again without structure. Enter Casey Robinson, another

staff writer who had been brought to Warners by Harry Joe Brown. Casey was young, good looking, and about my age. He was considered only so-so among the staff writers, but I had seen some of his work and thought his dialogue and characters particularly good. His work on this story, which became known as *Four's A Crowd*, marked the beginning of a collaboration that spread over the next four years and involved the best three films of my career. We worked happily and well on the script and became very good friends.

Casey was one of those writers with whom I communicated almost telepathically, with just a few words and signals between us. I'm not claiming much, but God knows the best work Casey ever did was with me. The big thing we had was communication. He needed it. He was the only Warner writer who was allowed to work at home. He was friendly with Wallis and made constant jokes about Warner. I think it was useful that his closeness was to Wallis, while mine was to Warner. I would often stop by his house in Beverly Hills in the morning on the way to the studio. When I worked with Casey was the only time I could be late in the morning or leave the studio early. Casey had a tendency to overwrite, but I somehow was able to contribute to his work. My tendency was to underwrite and understate things. It all averaged out to a very satisfying collaboration, and its first result was a good one: my only comedy.

Olivia de Havilland and I had become good friends. She was very young but already had strong opinions which she liked to discuss on long walks we took around the lot. She would drop by my office and link her arm in mine and we would go on about everything in the universe. She read the script and wanted to do it. She was not, at the time, engaged on another film and was cast. Errol Flynn, whom I had also met and made friends with, liked it (as a change of pace, no doubt, from the costumers he had been doing) and he was cast to again play opposite her. Patric Knowles, a young English actor whom they seemed to think would be another

Flynn—and kept in reserve to keep the mercurial Errol in line—was added as well. But Knowles was a pale image instead of a threat. Flynn was unique—attractive, dynamic, sexy, and a real throwback to the predatory male. I was enormously fond of him.

Steve Trilling, who was head of casting (and who later became head of the studio), mentioned to me that Rosalind Russell, under contract to M-G-M, might be available for the fourth role, and I thought that a wonderful idea. She had gotten lost at M-G-M because they considered her a "B" version of Myrna Loy, who had made it big with William Powell in the two *Thin Man* films. We managed to get a loan-out, and our crowd of four was complete.

Four's A Crowd was a real "A" picture because of the casting. The great Michael Curtiz was assigned as director. He was completing another assignment though, so I took over the budget and preparation problems. By this time Tenny Wright had been made head of the production department, and my first encounter with him was at the budget meeting for *Four's A Crowd*. I found him knowledgeable, fair, and extremely interested in the quality of the piece, which his predecessor Joe Gilpin had not been. With Gilpin it was always, "You can't do that!" According to rumors (and later at Enterprise, where it was obvious), he was feathering his own nest; no reason was ever given at Warners for his being let go. The production office not only budgeted, but coordinated all the various departments and made suitable assignments. Their job was also to regulate costs and to stop what they considered extravagances. They often would say, "That's it—no more." It was possible to get around them when shooting only if the director worked with you. A director, once he had started a film, was not to be interfered with. He controlled the daily costs and, if crossed, could do a lot of damage. So if the director was strong enough, you could do what you had to.

Fortunately, Tenny Wright was a very reasonable man. He respected quality and, if you showed him the value of something, and he understood it, he would be of great assistance. Over many years his wisdom was invaluable to Warners and the quality of their productions. I came to respect Tenny.

In fact, the studio was marvelously organized for quality and efficiency, where M-G-M had not been. The whole atmosphere, in spite of all the gripes, was conducive to the best possible creative activity. In all the time I was there, that element remained a constant. Not every film was a bull's-eye; that was not even intended. But the mainstream of pictures was superior to that of any other studio of the time. Warners had too long suffered a reputation of being a quickie film studio. It just wasn't true, and this period at Warners has since been recognized as truly exceptional. Even Wallis' tirades, unfair as they usually were, didn't upset me beyond the few minutes in which they were delivered.

Wallis wrote pink-colored notes, Warner blue notes. Warner's notes were usually about being four minutes late in reporting to the studio (we were expected in at ten). Tabs were kept at both the front desk and the auto gate for arrivals and departures, even for something as minor as a walk outside the studio. Wallis' notes were usually new assignments or beefs about something real or imagined. The supervisors were on a dictaphone hookup to the major departments, including Warner and Wallis' offices. If one of us had been out of the office, a white tab was down, telling us who had called. If Wallis or Warner had called, you were expected to telephone their office immediately and find out what it was about.

At Warners, the system was comprised of a series of remarkably discrete components. They bought the material, the producer and writer (or writers) prepared it, and the director came on just in time to make minor script adjustments and do the physical job of getting the production set

and filmed. The directors were assigned to a script in much the same way the actors were. That is, by who happened to not be working at the moment. Often, a director would finish one picture and be on another in a matter of weeks. This is how a director such as Curtiz could make four or five pictures in a single year. A director was assigned to a project whether he was absolutely right for it or not. William Dieterle, Anatole Litvak, and Curtiz were usually exceptions to that rule, but not always.

When a director came onto a film, he would usually have some script ideas. We would discuss them and they would either be agreed upon or not. Until the film started, the supervisor was totally in charge, but when the film started, the director was the king and dictator. So if Wallis or Warner didn't like something going on with the film, they didn't dare disturb the director; the idea was to scream at the producer. It was the producer's duty to give the director the dictates of the front office. (Excepting, of course, in cases where the director was buddy-buddy with Warner or Wallis and what they wanted could be given socially.)

When Curtiz came on *Four's A Crowd,* I found him to be jovial and friendly, but with a will of iron. The first time we met he surprised me by telling me he had just spent the weekend in Palm Springs with Wallis and my name had come up. "That Lewis is a genius at getting scripts out of people who can't write!" Wallis had told him.

Immediately, Curtiz got busy. He liked the script Casey and I had fashioned and thought the film was going to be a ball, which it was. I had always liked his work but came to respect him more when I worked with him. He was smart, fast, and on *Four's A Crowd* there were none of the temper tantrums for which he was famous. Curtiz was very dark, balding, with piercing eyes and a wicked tongue. I don't remember any malaprops; like Goldwyn's, I think they were greatly exaggerated. His English was not the best, but his communication was: he knew how to get things done and he

gave the picture a real excitement. Even though it was an interior picture, his camera work was interesting and accurate. He was a great organizer. He was a martinet on the set, but rightly so. He had an enormous flair for cinematic values—a sense of rhythm and pace and a fresh approach to the scenes that helped make *Four's A Crowd* better than it would have been under less energetic handling.

I thought Errol Flynn preposterous and absolutely marvelous, although he was pretty tight about money. His entire film experience had been in costume pictures in which the studio always paid for his wardrobe. But since *Four's A Crowd* was a modern-dress picture, Flynn was expected to furnish his own clothes at his own expense, and he refused. Actually, as far as I know, he didn't possess a single suit of his own. He dressed casually in slacks and sweaters; he was not about to invest in a wardrobe for one lousy film. The studio was equally stubborn. They felt it would create a bad precedent if they purchased his clothes for him. The only compromise I could see was to pay for his wardrobe personally. I took him to the Warner tailor shop where he was to be fitted and Flynn behaved outrageously. He got down to his skivvies and began to pose. He had a fine body and he knew it. He would flirt and I would laugh like hell at him. He finally said, "You're impervious to everything," but if I had reacted to him positively he would have been down in the hall in his underwear. He asked me if he didn't have a good body and I said, "It's a beautiful body, but I couldn't care less."

We became more or less good friends, Flynn and I. He would say to me (maybe he was kidding), "Isn't she beautiful? I'm going to take her back to my dressing room and fuck her." He would be talking about a fifty-year-old nurse who was on the set for some reason. He would get her into his trailer and emerge a few minutes later and say, "Great fuck." Maybe he liked young girls, but his play was always about older women. I knew he was married at that time to Lily Damita, who was seven or eight years older than he was.

When Warner heard of my solution to the wardrobe impasse, he was furious. He laid me out extravagantly but ended up picking up the bill for the clothes himself. Secretly, he knew he couldn't beat Flynn at any game. I suspect that, after his yelling session with me, he felt the right move had indeed been made.

About the same time I was assigned to develop a vehicle for Kay Francis. This was to be one of her last Warner films. They had completely lost faith in her and wanted to get out of the contract as cheaply as possible. I knew this was a pit of an assignment, but didn't give a damn. *Four's A Crowd* was working out well, and I had no intention of opening my mouth.

Kay Francis, Ruth Chatterton, and Bill Powell had all been lured from Paramount in the early 1930s in retaliation for a theater war which Paramount had waged against Warners. They all signed term contracts at extravagant figures. Ruth Chatterton, who was one of Paramount's top stars, had already been clobbered and left the studio. Bill Powell had successfully gone to Metro, but there were still one or two of Kay Francis' contractual pictures left. She was on the shit list, particularly Wallis', so the budget was frugal, including wardrobe, and I remember Kay wearing mainly her own clothes. George Brent was a contract leading man, and he was cast opposite her. Ian Hunter, who possibly had a leftover commitment, was given the third part. Kay couldn't have cared less; she wanted her money and was prepared to do anything to get it. They assigned a story to me—I can't remember what it was called, but I retitled it *Secrets of an Actress*. Jack Warner loved that title.

Rowland Leigh, a slender, ethereal young Englishmen, had written an updated adaptation of some obscure Warner film which was the basis for the picture. Milton Krims, a slightly self-important writer but an excellent constructionist, went to work to develop it into a script. The material was thin and predictable, and the Krims script, although expert,

needed humor and characterization. For that, Julius J. Epstein came highly recommended by Irene Lee, the head of the story department. He had a twin brother named Philip with whom he often worked. Julie had a sense of character and a biting edge to his dialogue that contributed the spark that lifted the picture an iota over its intended fate.

Bill Keighley, one of Wallis' friends, was the director. He was a rather suave man, very pleasant, with certain intellectual pretenses. He did not have the humor of a Berkeley or the talent and drive of a Curtiz, but he was nonetheless a very acceptable director. He was known around the studio as "the grocery man," largely because he owned several markets. To a point this also applied to the quality of the merchandise he delivered on the screen.

I had known Kay Francis as far back as New York, never intimately, but I knew her mother, who was a friend of Ruth Chatterton's mother. She was always pleasant, but I often suspected she was lifting a bottle during production. The picture came off smoothly, mainly because of Keighley, and the result was bland but acceptable, probably the best of Kay's final pictures.

The director, generally because of his next assignment, would usually disappear soon after the shooting of a film was complete. If he didn't have an immediate assignment he might stick around a little longer, but usually he chose to go to Palm Springs instead. The system, in fact, encouraged that. He knew he had no stake in the game, that it would be done a certain way whether he liked it or not. Wallis always had cutting meetings at which he would run the film and recut as it suited him. I, on the other hand, worked with the editor as we went along. I was usually excluded from Wallis' showings, unless I was specifically called upon to explain why there wasn't enough coverage to suit Wallis' taste.

Wallis loved to cut. Often his cuts were only snips, but making them gave him a great sense of power. Even if something were more effective without a closeup, he would

complain if there wasn't one. He wanted things "totally covered" so that he really had some latitude when it came his turn with the editor. He didn't always remember the cuts he had made in script, but his memory was a little sharper on editing. If he wanted something a certain way and it was done more effectively in another, he would insist on returning it to his way.

Warner liked to cut too, but usually he did his cutting in the cutting room. There was a line of cutting rooms between the executive building and the lot, and Warner would suddenly appear in a cutting room and insist on taking over the movieola. He would run the film and make changes there, but his memory was shorter than Wallis' and he did not object if his cuts were changed. Cutting was obviously a lot of fun to the both of them.

Usually, there was a rough cut ready a couple of weeks after filming wrapped; the balance of the postproduction work took another month or so. The man assigned to do the music would go to work scoring and dubbing, the negative was cut, and finally the prints were made. The first previews were held before the negative was cut, but usually after the picture was scored. I cannot remember Warners ever using a canned score for previews, but it was then a common practice.

In this first year I found Hal Wallis hard to deal with. If I was called to his office, I was greeted with, "Get the hell in here!" With Warner, his secretary Bill Schaefer would call and say, "Can you come over and see the boss for a minute?" Even when Warner was angry at something, his anger took reasonable proportions and he would listen and accept explanations. He was aware that I was dedicated to getting the best out of my material and that I stayed closely within my budgets. Even *Four's A Crowd* was in the $300,000 bracket, although its salaries were fairly large for the period. Curtiz usually shot close to his target, although because of the costume spectacles in which he specialized, he had an unde-

served reputation as a big spender. I liked *Four's A Crowd*. It wasn't one of the really important things in my life, but it was a funny movie, a little deeper than most. The characters dictated the story and there was very little contrived in it once the premise was established.

At Warners, all the producers read one another's scripts and made comments to Hal Wallis, always written. They also attended *en masse* other producers' previews and gave comments, usually not written. There were 52 releases needed every year, and that made for a lot of previews. There was never reshooting on the scale I had seen it at M-G-M. Films were edited, previewed, and shipped like sausages. Only in the case of a film that had inspired especially high expectations were such extra pains taken.

The previews were often at the Warner theater in Huntington Park or the United Artists theater in Pasadena. If the picture was special, it might be previewed in Santa Barbara. All previews were kept as secret as possible and no press attended the early ones. The press previews were usually held at Warner's Hollywood theater. J. L. loved to sit at the sound controls, and sometimes he blasted the sound barrier, hoping that it would produce better results. It was hard to stop him, but usually he could be controlled by the theater manager with a word whispered in his ear.

J. L. had certain rules. I remember he was incensed by a de Havilland yawn in a taxi with Errol Flynn. Warner insisted on its being cut because he felt that it would trigger the audience to do likewise. (Flynn was the only one who could kid Warner out of set ideas. Warner was fascinated by him, and Flynn could get away with almost anything.)

The Warner system worked marvelously for its time. It was a jungle, but a great jungle. It was a lean, spare operation, and Jack Warner really kept it working. On the outside everyone secretly admired Warners and publicly put them down. Even Louis B. Mayer said to me, "How they work, I don't know, but they really work." Warners made good

pictures, and were entering an era of great pictures. Their system, with all its difficulties, was the key.

Part of the Warner reputation was built on the premise that no single man got credit for their successes. It was always Warner Bros. Hal Wallis grabbed credit far in excess of his contributions. Jack, because he was a Warner, took credit, but never publicly. Wallis' credit grabbing gave rise to the legend that Wallis produced everything, but I never heard him take credit for a bad or forgettable picture; only the goodies were truly his.

At the end of my first year, Norma Shearer and I were asked to the Sam Goldwyns' for dinner one Saturday night. Ann and Jack Warner were there as well. As we sat down to dinner, J. L. surprised me by saying, "You've had one hell of a first year at the studio—maybe the best I've ever known." Both Ann and Norma beamed and I, of course, was delighted. My option was coming up that next week and my salary was to be increased to $750 a week. Yet, in spite of Jack's comment, when the time came they insisted I forego the raise and stay on at the $600 figure. I balked, but Phil Berg finally advised me to take it. "Jack is a whimsical man," he said, "and you never know which way he'll go." And so, reluctantly, I took it.

Chapter 10

My next assignment was *The Sisters*. It was based on a fairly successful novel, a romance between a newspaper reporter who was aimless and unreliable and a young girl of solid family. Their romance, marriage, and split was reminiscent of the Magnolia-Ravenal relationship in *Show Boat*.

When I took over the film it had been intended for a less important cast, but as the project developed, Warner and Wallis began to take some interest in it. Milton Krims, who was one of their better writers, was assigned the script, and I had an opportunity to talk with the author of the novel, Myron Brinig. It was, I believe, his first novel, and I doubt if Warners had paid much for it. Bette Davis came onto it soon after I did, and with her participation it became important enough to be earmarked for Anatole Litvak, whom they considered one of their really important directors.

Once we had Bette Davis, I decided I wanted Errol Flynn for the part of the reporter. As usual, George Brent had been scheduled for the part, but I felt that the combination of Warners' top two stars (they had never worked together) would give the picture an added dimension. Charlie Einfeld, at that time the head of worldwide advertising and publicity, agreed with me and went to work on Warner. He succeeded, and Flynn was cast in the part.

Litvak was the only director I ever knew at Warners whose contract stipulated the credit "An Anatole Litvak Production" on each of his pictures. He came on the film ten days or so before shooting commenced, so his contribution

to the script was minimal. Litvak was a reserved, egotistical man, but we hit it off well and became friendly.

With the help of Steve Trilling, a fine cast of Warner contractees was assembled. Among them was Jane Bryan, a lovely looking girl and an extremely fine actress. She had become a sort-of protege of Bette Davis. Jane was totally devoted to her career at that time, and I thought she would certainly go on to become a big star. Donald Crisp was a longtime friend of mine, and Anita Louise I had known from the time when she and her mother would come to RKO looking for work.

Also in the cast were Ian Hunter, Beulah Bondi, Henry Travers, Patric Knowles, and Laura Hope Crews in a small but telling part as a San Francisco madam.

My first contact with Bette Davis was on the set when she was making wardrobe tests. In those days, wardrobe tests were elaborate enterprises and usually took the better part of a day. Each actor tested his or her own clothes for the film, a particularly useful practice for period pictures where the clothes helped set an actor's character. You were never sure, until you saw the tests, how effectively they were going to photograph in black and white.

It was a time of great care in presenting the stars. Bette wore beautiful clothes, the women and girls were carefully and beautifully dressed, and Flynn and the other men were correctly attired. I had talked with Orry-Kelly and told him what Thalberg had taught me about the audience's need to forget about the costumes in the first five minutes if the picture was going to engage them. He was man of talent and taste and agreed thoroughly and took great care that the costumes did not dominate the production.

I smiled at Bette that first day and started to introduce myself, but she ignored me completely. I was puzzled but later assured that that was the way she behaved until people demonstrated their usefulness to her. She didn't know me and wasn't going to know me if she could help it.

The Sisters was structured as a novel for the screen. It was not the best screen material, but the screenplay was well written and Litvak was a respectable, if somewhat cold, director. It took a long time for Bette to warm up to us; she had a distrust of new people.

While getting to know Bette was a hassle, I had a good casual relationship with Flynn. He had decided to shave his moustache off for this picture, but knew enough to wait until the night before starting. I think he wanted to look as young as possible for the beginning, but when Warner and Wallis—particularly Warner—saw the first day's rushes, there was hell to pay. Warner called me in a rage. "Who decided to cut off Flynn's mustache?" he demanded.

"Flynn," I answered.

He said, "That Australian bastard has no right to do anything I don't tell him to do!" I told him that both Litvak and I had thought it a good idea. "As far as both of you are concerned," he said, "you're on probation now!" He raved and ranted some more. "He looks silly without his mustache," he complained. "His whole public identification is gone." But while he was sure the public would hate Flynn without his mustache, he didn't want to spend the money to do a full day's retakes. I also think that Warner and Wallis knew it was a tempest in a teapot and were secretly intrigued by the unmustached Flynn, but they had their say and it finally blew over.

As the picture progressed, Bette became more civil. She and Litvak didn't particularly see eye to eye, but on *The Sisters* she didn't come to me. I had not yet become particularly friendly with Litvak myself and told him I felt that, as a director, he was cold and that it showed in the film. He had a fine camera eye and his work was pleasing to the eye, but there was a lack of character development and relationship in the performances. He didn't especially appreciate my telling him that, and we were hardly on the best of terms. He was not a very humane director and it bothered me. Later, on

All This, and Heaven Too, we finally dug out some humanity, but it was murder to do it; his whole instinct was to pull away. In *The Sisters*, Errol Flynn played a newspaperman who dumps his wife. She goes through the San Francisco earthquake alone, and later they are reconciled. The marriage was based mostly on sex and none of the performances, excepting Bette's and possibly Jane Bryan's, had subtlety. As far as I know, Flynn and Bette got along well enough, although Bette has since been quoted as having been somewhat less than enchanted with Flynn.

Bette finally came to accept me on the day we were shooting the earthquake scene—which was done entirely within the confines of the set. The idea was only to show its effect on Bette herself. Bette was on a platform on which the set for her apartment had been built. Bette had a sister named Bobby who happened to be on the set that day. Litvak and Bette were more or less at swords point at that time, and Bobby was a rather hysterical girl under the best of conditions. It was one of those scorching October days in the Valley; the temperature on the set (there was no air conditioning, of course) was well over 100 degrees. The stage doors were kept open as much as possible for air, but they had to be closed when shots were to be made. There was no dialogue, but Bette had set business to do. As the cameras rolled, the set began to shake violently. Bette stumbled about the room on cue, as vases crashed and furniture toppled.

The shaking intensified. Suddenly Bobby screamed out, "That son of a bitch is trying to kill my sister!" The take was ruined and Bette, interrupted in the course of this unnerving effect, was left trembling, almost in shock. I rushed up to the set and put my arm around Bette. She grabbed it, and that was the start of our friendship.

After that day I would occasionally drive Bette home. She lived at the time on Riverside Drive near the studio. I was enchanted with Bette, although my friend Jimmy Whale, who had used her at Universal years earlier, didn't care for

her at all. She had a reserve and a defiance about her that was fascinating, and I thought she had real talent, which was very rare.*

The Sisters turned out to be a well-produced, respectable picture. Not a big box-office success (maybe Jack was right about Flynn's moustache), but very acceptable to the studio on all levels.

It was sometime during this period that Casey Robinson, for the twentieth time, suggested *Dark Victory* for Bette Davis. It had been a play with Tallulah Bankhead that had enjoyed a very brief run in New York. There were some marvelous scenes in the first and third acts, but the second act tried so hard to portray the gay, sophisticated life of a dying woman (who knew nothing of her condition) that it was pretty much of a mishmash. There was no underlying drama to it, which was, I believe, why it failed. It had been backed in New York by Jock Whitney and, at his insistence, David Selznick had acquired the film rights. Several scripts had subsequently been commissioned, but none had been able to satisfactorily lick the problem.

Casey didn't know why, but he saw great potential in *Dark Victory*. He had never been able to sell it to Wallis, and even though I loved working with Casey, I wanted no part of it either. "It's just a story about a woman who's going to die and finally does so," I told him. "You tell me what else it's about."

* Genet (Janet Flanner) was doing a *New Yorker* profile on Bette during *The Sisters* and used a quote I came up with that Bette was loaded with ice-cold New England sex. Years later, in the Warner executive dining room, I remarked that I thought Bette was a beauty. Sam Bischoff, one of the other producers on the lot, turned and said, "I'd always heard you were a pervert and now I know it." Henry Blanke, who was also present, didn't speak up, but after lunch walked out with me. "I think Bette is beautiful and always have," he said.

Casey kept saying, "There's something more in it than that."

Finally I said, "Then find it."

Casey's wife, Audrey, underwent a mastectomy about this time, and he and I went to visit her one evening at Queen of Angels hospital. She was very gallant, although understandably worried. When we left, we stopped to get a drink. Audrey's demeanor had impressed us both. Casey said, "Now I know there are some things worse than death. Cowardice is one of them."

Suddenly, I knew he had hit on the key to *Dark Victory.* We talked for a long time right there in the bar, and the picture began to take shape. That night, the character of Ann King, played in the film by Geraldine Fitzgerald, was invented. She had to be there to do the suffering for Judith Traherne, the Davis role, in order to save Judith any trace of self-pity. The love story between Judith and her doctor began to take form: there were great scenes in the play that could be used verbatim with this new approach.

I discussed it with Wallis, but Casey had already broached the subject once too often. "Christ, not that again!" he exclaimed. Neither he nor Warner had the faintest interest in *Dark Victory.*

I telephoned Selznick and, as I suspected, he was interested in unloading it. I told him about Warner's lack of interest and that I wanted it for myself. We dickered and finally hit on a sale price of $15,000, which was certainly less than what he had into it. I knew what Warner's reaction would be, so I let him know what had happened myself. He was furious and warned, "You're on your way out, you bastard." I asked him why. He said, "You're buying properties on the outside."

I said, "I'm not. I'm buying it for you." They needed a property at that point, but I didn't realize what they needed it for: they needed it for Miriam Hopkins, who had been

promised *We Are Not Alone*, which had been given to Jane Bryan instead.

Jack asked me how much money was involved. When I told him he said, "I'll give you five thousand over that and not a penny more."

I said, "Jack, I don't want even a penny profit. I just want you to take over the deal."

He calmed down and said, "Fine." So they took over the deal with Selznick; I don't know whether Selznick soaked them or not, but I imagine they ended up paying much more than the $15,000 he had agreed upon with me.

A few days later, after a conference with Casey about the film, I got a call from Hal Wallis. "What are you doing with *Dark Victory?*" he asked me. "It's been assigned to Barney Glazer." Barney Glazer was an old friend of Jack's, new at the studio. He had been a lot of places, including Metro and Paramount. I went to see Jack, who said, "That's the way we decided to do it."

I said, "And after all I went through to get it!" But that did no good, so I called Casey, who went to Wallis and simply refused to do it with Glazer. Wallis capitulated, so it was reassigned to me, but with Miriam Hopkins instead of Bette Davis in the lead. Hopkins apparently had chosen it in preference to anything else they had offered her, and they knew Barney Glazer would have given them no trouble about it. Bette was in the east, but prior to her leaving, Casey and I both had talked to her about our plans for *Dark Victory*, and she was plainly excited. Bette was the key to the making of the film Casey and I wanted to do. They didn't want trouble from Hopkins, but Davis was even more a threat, so the idea of casting Hopkins in the part mercifully died.

The script flowed beautifully; I never had a script on which there was not a single moment's hesitation. Casey was inspired, and I knew we had something very special. We used to sit in Casey's garden—he had a house in Beverly Hills—and go over things, but Casey needed very little help. My

only contribution was in helping him see, constantly, the totality of the story, not letting the individual scenes bog him down, and getting the deepest humanity out of the characters.

What I try to do with any writer is to hit a nerve in him that will spark his work. Basically, both Casey and I wanted exactly the same thing: to bring forward the girl's tremendous courage in the face of death. That quality gave the film a glow that truly made it memorable.

Casey had a tendency to be very wordy. You had to stop the words and substitute the emotions that made drama. He tended to superficiality, and you had to dig out his deeper feelings with a knife. But when you scraped off the top layers, Casey was a very talented writer. It wasn't a matter of a lot of work, but of a lot of foresight and a lot of watching. When you really care about what you are doing, work isn't work—it's a kind of joy. With Casey you had to be aware of just when to turn the tap off.

The script took its time. It was like a poem the way it began to develop. We both knew all along that there was something very special about *Dark Victory;* we didn't think of its commercial values. You did the best work you could do, whether the property was something you really cared about, like *Dark Victory,* or something you really didn't care about, like *Secrets of an Actress.* Sometimes the company would have been better off with some schlock producer who catered to the junk they needed done than with someone who had a basic disdain for the material. If I was working on something in which I had no faith, I could do the worst possible job. I always tried to make it good, but sometimes it just wasn't there.

The studio had signed director Edmund Goulding to a contract. I had known Goulding at M-G-M and had briefly worked with him on *Maytime.* He had been slipping for several years, but Eddie was like Zoe Akins: he worked best and most creatively when things were going against him. The

minute he was back on top he was arrogant, sloppy, and self-indulgent. He was a fine talent but needed strong guidance, the kind of guidance he was only willing to take when he had the wolf at his door. He was extravagant, bold, very English, and always wore scarves and blue blazers.

There were many rumors about Goulding. He was supposed to have been involved in notorious sex orgies, in dope, and so forth. I never personally saw more than some heavy drinking, and Eddie showed no other tendencies to me. He was a joy to work with on *Dark Victory*, although he needed constant attention and would often call me late at night to come over to his house. I could soothe his nightmares and fears, and this helped keep him on course as filming progressed.

He was never drunk or out of line on the set. There he was bright, fresh, and exemplary. His directorial job on *Dark Victory* was, with the exception of Cukor's on *Camille*, the finest with which I was ever associated. Eddie had a reputation of being a genius. I doubt that, but he was multitalented, and at times his work ranked with the finest ever done in our industry. I imagine his Warner contract was moderate; Goulding never had the sense of getting the most out of a situation—ever. He was a rather prodigal, strange man who, even after a day of hard shooting, never seemed to droop or show the strain.

I think Goulding, as did Casey and I, saw *Dark Victory* as something special. He caught onto the momentum established by Casey and myself and it seemed to give his best inspiration full sway. Eddie suggested many changes in the script, but both Casey and I knew we had ourselves a fine script and held him to it closely. One scene he added, and insisted upon against my better judgment, was the scene in the bar in which Bette, drunk, crooned a song Eddie wrote for the film called "Oh! Give Me Time for Tenderness." It was just good enough (and bad enough) to make its point; I fought it, but it turned out to be one of the best moments in

the picture. I have a tendency to understate things; in this case I was dead wrong.

Early in shooting, Bette disappeared. I knew she had just broken her marriage to her childhood sweetheart, Ham Nelson, with whom she was deeply in love. Bette was devoted to him and took it very hard. In fact, I found out later that she desperately wanted off the picture, feeling she could no longer do the part justice, and had gone to Wallis and told him as much. She said in her book *The Lonely Life* that Wallis, at that point, had seen a week's worth of dailies and said simply, "Stay upset." His reassurance made it possible for her to return. Luckily, although I don't think they had been great friends before, she and George Brent hit it off very well, and he helped her a lot. He was a cold, black Irishman and a predator with women, but somehow he was better in *Dark Victory* than he had ever been before. It was undoubtedly Bette's state of mind that had brought out all her insecurities. She loved the script and looked forward to making the picture. And, indeed, she was giving the performance of her life; she caught all the qualities of Judith Traherne and never faltered once.

One day, Miss Davis wanted to see me. When I arrived on the stage I was sent to her portable dressing room. She was furious—with Goulding. He had been rude to some carpenter working on the set; Bette always fancied herself a champion of the underdog. I talked to Bette, but she refused to be placated. She told me of another grievance, also to one of the lesser people on the set, and she wanted Goulding removed. I said, "Darling, you have one awful weakness. You defend the people who use you and do nothing for you, and you attack those who want to and can help you." She turned on me, blazing. "Get out of here, you son of a bitch!" With that she slammed the door, almost catching my leg in it.

I waited on the set with Goulding. About twenty minutes later, a radiant Bette walked out, threw her arms around me, and the feud was over. I think Bette understood the message

and there were no further problems involving carpenters and grips.

Both Casey and I knew that if the girl were allowed to feel sorry for herself, our film would be a failure, so we added the character who was her secretary-companion. They had been the best of friends for a long time, and it is this character who first becomes aware of Judith's plight. As the story progresses, she does all of the crying so Bette's character never has to cry for herself. It was that character, played beautifully by Geraldine Fitzgerald, that made the film work. Later, when *Dark Victory* was remade as *Stolen Hours*, the character became a younger sister, which was nonsense. A sister *had* to feel sorry for her. A friend did not. That character's not being part of the family was an enormous help.

Dark Victory was Geraldine Fitzgerald's first American film, and I thought her absolutely marvelous. She was an Irish girl, full of spirit and fire, who had always worn her blazing red hair waist-length as a crowning glory. I knew she couldn't wear it that way in the film, though, and told her so. She replied that she would rather go back to New York than cut it, but I certainly didn't want her to do that. So one day I got her into makeup, ostensibly for tests (Perc Westmore was in on the scheme), and while the hair dresser was combing her hair, he suddenly took a pair of scissors and cut almost half across her shoulders. She was furious and heartbroken and then had to submit to a haircut that would be photographable. Eventually she got over it and we became very good friends. I didn't find out until much later that Geraldine was actually ashamed of her early film work. In fact, when she returned to Ireland for a visit after *Dark Victory* and *Wuthering Heights*, she felt so humiliated she refused to see either film until people began telling her how great she was in them.

We had used the best of the play. Certain scenes had been beautifully written in the play, and they worked for us. There

was a fine scene with the family doctor, and there was an equally eloquent scene with the Brent character, in fact two or three. One of the best love scenes came from the third act of the play and began with the line, "Have I been a good wife?"

The only major problem on the film was Bette's brief disappearance when her marriage failed. Wallis was away during the making of most of *Dark Victory* and Warner was in Europe, which meant we were left pretty much to ourselves, which was a help.

We went slightly over the budget of around $300,000; I think the film ended up costing $318,000. Bette's yearly salary was divided among several films she made that year and her cost to *Dark Victory* was around $20,000. I think *Dark Victory* is the only time I ever went over budget at Warners, and I thought Jack was going to have a stroke when he found out. I developed a habit after that of padding the budget a little to allow for minor mishaps.

As we came down to the finish, the company was on location at the Warner Ranch shooting a key scene—the one in which Bette discovers that the blindness, the fatal blindness that will signal her death, is coming on her. She is in the garden working with Geraldine Fitzgerald. Her husband is away at a medical convention, and the two girls are alone. As Bette and the horrified Geraldine became aware of the dreaded moment, Bette's reaction showed no fear, sadness, or regret. I was not there with the company, so it was the next afternoon before I saw the dailies. She played the scene calmly, as though it was quite alright that she was going to die. I was alarmed. I knew what the scene meant and the importance of Judith's dread of death amid the happiness she has known. I showed the dailies to Casey Robinson, who had returned that day from a vacation. He agreed with me.

So I went to the set and talked to Goulding. "Do you realize," I asked him, "that anyone who learns that death is imminent instinctively feels a moment of panic? Without that

panic, that natural fear, I think we're in trouble." He did not, of course, agree. He had not seen the dailies, but agreed to look at them with me after shooting. Bette was adamant; she sided with Goulding and absolutely refused to reshoot. In fact, she announced that she was going straight home. She had not been watching the dailies thus far and wasn't about to start.

Casey, Goulding, and George Brent joined me in the projection room. Goulding said he saw nothing wrong with the dailies but that he would return to the set, go to his dressing room, have a drink, and think it over. This sounded like a good idea, so we all went to his dressing room, had a drink, and thought it over. Suddenly, Goulding turned to me and said, "I think I see what you mean—you want a little Stanislavsky." I could tell then that Eddie knew I was right and was getting out of it gracefully. I said, "That's it, Eddie! You've got it!" No one was there to countermand it, so I ordered the company back out to the ranch the next morning for a retake.

All during this discussion we had been sitting on the set outside Eddie's dressing room and putting down Scotch like crazy. When we had finished, Eddie said he wanted us all down on location the next morning to watch the filming, which I'm sure the production department would have stopped if they had known about it. While the crew was lining up the shot the publicity man said he wanted a still of Casey, Brent, Goulding, and me. I wish I still had it; we looked like four absolute zombies so hung over we couldn't even look up toward the sun. But Bette did the scene, Goulding shot it perfectly, and that was it.

Dark Victory was to end with an epilogue, with Brent, Fitzgerald, and Humphrey Bogart, the trainer, at a race won by the horse Judith had such love for—and faith in—during the development of the story. It even had a feeling of Brent and Fitzgerald finding comfort together. I was worried about

it from the start, and it was the last scene we had scheduled to shoot.

Goulding had ended Bette's death scene with a long and beautiful close up of her lifeless face. It was so compelling that I felt, as Goulding did, that the film should end with that image. It was, in fact, reminiscent of the last shot in *Camille*, and Goulding had jokingly told me, "You're stealing from yourself, old boy."

But the studio, for some reason, insisted on shooting that final scene. At the first preview in Pasadena, the film held the audience like a vice. There was a ripple of laughter at a fur hat that Orry-Kelly had made for Bette, but that was obviously because the look it gave her was so new. That worried Hal and Jack more than the fact that the audience had obviously hated the epilogue.

They walked out on it, and there were even some boos. So back we went, stubbornly, to reshoot the ending in a slightly different manner. But at the Santa Barbara preview, the audience showed them they just wouldn't take it; it was so obviously a letdown after the power of the film and Bette's final, haunting close-up that it was finally agreed to cut it out.

I suspect the reason they insisted on our shooting it to begin with was to build a new training track on Harry Warner's ranch. Perhaps they genuinely thought it would be a happy ending, but I doubt it. It was all wrong, just crap, and plain to see. The power of the film was in Bette's final victory—her courageous death. And audiences grasped the message of the picture—that there *are* things worse than death.

The film surprised everyone by being a commercial success. It made money and was very well received and reviewed. It was an intimate picture of human beings under tragic circumstances, nobly resolved. It could so easily have been a soap opera, indeed as the various remakes have been. But its humanity and its performances, mainly Bette's, elevated it into something fine. Bette was very proud of the

picture, and I thought it the best work I had done up to that point.

Wallis told me that after the press preview at the Warners Hollywood, Selznick had called to tell him what a beautiful film we had made and that he wished he had been able to see it that way. I must say Wallis was never nasty about sharing things like that, and after *The Sisters* he had given me credit for doing a good job. Ann Warner adored the picture, and I think Jack was proud of it as well. It was a prestige film, and Warners needed prestige. It also firmly established what *Jezebel* had proven, that Bette Davis was the most exciting female star of the day. It also, incidently, established me in the minds of the industry as one of the prime makers of women's pictures.

Bette Davis gave the finest performance of her lengthy career in *Dark Victory*, but, although she was nominated, she did not get the Academy Award for Best Actress of 1939. That was the year of *Gone With the Wind* and Vivien Leigh, new to Hollywood, received it instead.

Chapter 11

My sense of how character propelled story came gradually during my time with Eddie Montagne. I had an instinctive sense that character was *the* important element of dramatic propulsion, but how this process occurred was still a mystery to me. (I credit not only Montagne for my eventual understanding of this process, but also Charlie Furthman, a writer at Paramount whose screenplays included *The Goose Woman* and *Underworld*.)

You couldn't rely on a particular actor, I learned, to bring character to a film. It had to start with the writing, the creation of solid characters that gave the actors a chance to build and bring their personalities and skills into play. A good actor and personality was a hell of a lot better for a part than having some clunk playing it, although you could sometimes get away with a lesser actor if the writing was strong enough. The inverse, however, was simply not workable.

Because I had many assignments that were pure crap, without the possibility of forming even a single strong character, it was not always possible to work through pure character. I suppose somehow it would be possible to get a character out of junk, but I can't recall my ever being able to do so; you get caught in a trap, and the result is artificial. We were finally able to get some sense of character on *Each Dawn I Die*, my next assignment at Warners, that lifted the film. The casting of George Raft helped a lot, because Jimmy Cagney was able to score off of him. Jane Bryan, a lovely actress, helped as well.

The first script was by Norman Reilly Raine, a writer I had no way of controlling. He was a Hal Wallis favorite. Wallis liked his script but I didn't, and when the director, Bill Keighley, came on, he brought in Warren Duff, a favorite of his. Warren was a pedestrian writer, but far better for me than Raine. Keighley helped, and the final script was much better. I had wanted Mike Curtiz to direct it but didn't get him, although he liked the material. Later, everyone agreed that Curtiz would have been a better choice, but Keighley was also a Wallis favorite.

The film was a success, due largely to its explosive action and the combination of Cagney and Raft.* The book had a strong plot with no real characters. It had originally been a Brynie Foy "B" picture; he gave it to me to read, saying it was too good for him and would make a successful "A" picture; he was right. Raft had a kind of thing in the audience's eyes that made him right to cast against Cagney. When I started, I knew I had Cagney and that I could have had Humphrey Bogart, who, strangely enough, would not have been as positive a force as Raft. Bogie had a tendency to sleep through the things he wasn't much interested in. Raft, on the other hand, had just been let go by Paramount and had something to prove.

We took advantage of Cagney's established character and, although in this case he was more acted-upon than acting himself (which was not usual in a Cagney film), the power of his personality was a great plus. And the story and script were—ultimately—strong enough to support him. So, although it was no triumph, *Each Dawn I Die* made good

* Raft was my idea. I thought he would add a lot of name value against Cagney, but Warners balked at paying his $50,000 fee. With the help of Charlie Einfeld, who was in charge of publicity, I convinced them to take him. Later, they signed him to a long-term contract.

money for Warners, possibly more than the usual profit for a routine Cagney film.

As I said, the script changed radically in the rewrite. One of the good things in the book was the beginning, where a bottle of whiskey was smashed in Cagney's car, leading to a drunk driving charge. For some reason, Norman Reilly Raine had changed that device to something far less effective. Warren Duff, Bill Keighley, and I worked far more from character than did Raine, but it was not really a character-driven story. Cagney didn't contribute to the writing on this film (as he sometimes did). He was aware of its limitations and accepted it for what it was. I was always sorry that I didn't do a better film with him, as I had the greatest admiration for his work and for him as a man. Later, I know he had a lot to do with the success of *Yankee Doodle Dandy*, which was "produced" by his brother Bill, which really meant he produced it himself.

Many times at Warners we would discover that some scene or other didn't work, but they wouldn't let us do anything about it. Both Jack Warner and Hal Wallis loved to edit, and they wouldn't let the producer have any say in it if they could help it. And, of course, there were no retakes at Warners, except in rare instances when both Wallis and Warner were out of town, as happened with *Dark Victory*.

I was in Honolulu on vacation when they first previewed *Each Dawn I Die* and Walter McEwen, a fellow producer, wired to tell me it had gone badly. When I got back I discovered that Wallis, cutting to plot, had eliminated two very necessary scenes. I promptly had them restored and the rest of the previews went well. Had the film been *Dark Victory*, I would never have left it. But *Each Dawn I Die* was one of my bread-and-butter films, though more successful, I must admit, than most.

When a studio made 52 pictures a year, there wasn't time to try to make every one a gem. Most of the staff writers at Warners took the easy way out; their value was in the fact

that they could face a blank piece of paper and get going. As long as they delivered their weekly quota of pages, Wallis was happy. But he knew the difference . . .

Rosalie Stewart had long been a friend of mine. She was a prestigious and very bright literary agent who had, in past years, been important in New York play production. Her contempt for M-G-M producer Benny Thau, who had once been her office boy, equalled mine and at that time it was a humorous matter between us. She handled the work of Rachel Field, who had had a couple of near best-sellers and was considered a fine novelist. One day she appeared in my office with Harold Latham, the famous Macmillan editor who had discovered and brought to publication *Gone With the Wind.*

Rosalie brought with her the galleys of a new book by Rachel Field called *All This, and Heaven Too.* She knew that I read everything I could lay my hands on and decided quickly on what I found interesting. Latham and I got along well, and they both gave me a first look at the galleys before submitting them elsewhere.

I started the galleys immediately and couldn't put them down. I was not at the time a fan of women writers, but Rachel Field quickly changed my mind.

I knew from other books the basic story of Henriette Deluzy-Desportes, the Duc de Praslin, and his Duchesse. It was a long book—the story of the murder of the Duchesse de Praslin by the Duc. He had fallen in love with Henriette Deluzy, the rather plain governess of his children. The Duchesse was a selfish, passionate Sicilian woman and, although she knew that their love was completely unfulfilled, she did everything she could to destroy Henriette. The marriage had been made for money and the Duc, at the end of his wits and prodded by her jealousy and hatred, beat her to death.

Although the murder, which took place in 1847, remained rather mysterious, there was little doubt as to what had happened. Having occurred in the highest French soci-

ety, the killing of the Duchesse de Praslin and the subsequent suicide of the Duc did much to bring down the government. It was truly a cause celebre. Henriette had always been presented as a villainess—a debaucher of children and the woman who brought on a terrible murder. But Rachel's book was very different. It did not defend Henriette, it simply presented her beautifully and eloquently. It was the story of a very deep love, never openly discussed, never consummated, but fulfilled within the minds and the hearts of the two principals with full understanding of its consequences. The period was exquisitely lavish, the writing passionate but restrained. The book held me like a vice; I even had the galleys propped up on my steering wheel while driving home. I found myself reading them at every possible opportunity.

The next morning I caught Wallis in the barbershop and told him about it. As usual, studio protocol was observed and it went to the reading department for a synopsis. In due time Wallis agreed it was good film material and purchased it, I think for $50,000, which was the same price Selznick had paid for *Gone With the Wind.*

Casey Robinson was my only choice to write the script. Casey was taken with it, but he didn't have quite my enthusiasm for it. What appealed to me strongly about *All This, and Heaven Too* was that it was the story of a great and totally unconsummated love affair. Usually, I believe that a love story should be consummated early and then go on from there. In fact, in *All This, and Heaven Too* the tease was almost unbearable. It portrayed two vital human beings desperately in love with each other and never even touching. It was set in great elegance and, apart from the Duchesse, the characters behaved admirably. She was madly, passionately in love with her husband, jealous to a totally unreasonable degree, beautiful (and beautifully dressed) but with a kind of monstrous personality. She neglected her children, using them only as a hold on the Duc, who adored them.

I talked about the story with Bette Davis. Whether she read the book I am not sure, but she was not enthusiastic about playing Henriette. She felt her passive, and a good deal of Bette's strength lay in her positiveness and vitality. She was intrigued with the part of the Duchesse, however, a relatively small part but vital and outgoing. She suggested getting Greta Garbo to play Henriette and she herself would play the Duchesse. Although an interesting idea, I knew it would never happen. I recalled for Bette that Garbo had once complained to me about working with Freddie Bartholomew, whom she referred to as "a monster," on *Anna Karenina*. She swore she would never play against another child again, which would of course preclude her portraying a governess to four children. I also knew the superstitious Garbo wouldn't touch any picture not made on the M-G-M lot, which ultimately enforced her early retirement. I did, however, tell Bette I was determined to get Charles Boyer to play the Duc, as he was on the verge of being released—he was overage—from the French army. Bette liked that idea, but still left it up in the air.

The Field novel told not only the story of Henriette, the Duc, and the Duchesse, but went on into the story of Henriette's marriage to Henry Field, a Massachusetts preacher who figured vaguely in the first part. That, of course, we would not cover, only sketching in their friendship.

Henry Field was an early forebear of Rachel Field, and it was her visits to the old graveyard and the sight of Henriette's grave that had been the inspiration of the novel. Rachel understood our neglect of this part of the story. No more cooperative, enthusiastic, or appreciative author ever lived. She saw that the book had lit a fire under me, and she reveled in it. She became a dear friend.

When we were ready to start the script, Casey, his wife Audrey, and I went to the Phoenix Biltmore to get away for a few days and start conferences on the script. But we had

only been there three or four days when Casey was called back to Burbank. His current film, *The Old Maid*, needed some work. Still, we had started to form the script and we knew we had a problem—how to frame the story. We were eliminating the last half of the book—the New England story—but we wanted to give a suggestion of what happened to Henriette after Paris. The book opened on a night boat from England, where Henriette had been governess to a family. Henry Field, the minister from America whom she finally married, is on the boat, and she is very cool to him; she is on her way to her new job with the de Praslin family. Much of her background is then revealed in a scene with her grandfather in Paris. We learn of her illegitimacy and that her grandfather is anti-aristocracy. Indeed, he disowns her when he learns of where she is to become governess. From then on the book is a straight narrative of her adventures and eventual downfall.

By the time we again took up work on *All This*, Casey had come up with a frame: a girl's school in Boston where Henriette has come to teach. The spoiled girls have caught wind of the old scandal and begin taunting her with it. Henriette wants to quit but is induced to stay and tell her story to her pupils, leaving it for them to decide her fate. The story itself is then told in flashback, returning to the school after her narration. By this time Henry Field has joined the group and one gets a sense of the new life that awaits Henriette. It solved many of the story problems we faced.

Meanwhile, Rachel had been able to get an exact transcript of Henriette's trial. She had not had it when she wrote the book, but we found its authenticity in writing the film a great help.

Hal Wallis had mercifully stopped interfering with my script development. He recognized that my scripts were excellent, though he complained that on actual production I was weak. I think that was because I never haunted sets unless there was a problem, and he had to have something

to complain about. He still didn't much like me; I was still a Warner man. He also knew that my films almost never went over budget. In fact, the only one that had was *Dark Victory* (by about $30,000), mainly because of Bette's "illness." That didn't stop him from complaining about my extravagance.

Anatole Litvak came onto the picture a few weeks before the film was to start. I had worked with him on *The Sisters* and was frank: "Tola, your work is ice-cold, and I worry about you on this picture with its fragile relationships." He was quite upset with this—and rightly so—but it caused him to bend over backward to do a fine job, which eventually he did. He had a good sense of camera and action, and although he quarreled with Bette, both of them being fiery, opinionated people, he staged her beautifully in the long run.

Bette was rather surly during the making of the film. It was the film in which she adopted that precise speech pattern for which she later became famous. Wallis thought it artificial, so I talked to Bette about it. She explained that it was in lieu of a French accent, which she rightly felt beyond her, and that Wallis doesn't know a goddamn thing about acting. "If you can't accept it," she added pleasantly, "I'll kick your teeth in." I told her I liked it just fine and that, all things considered, it suited the character. "Good," she replied. "Tell Wallis to go fuck himself."

Unfortunately, Bette decided to keep that clipped manner of delivery well beyond *All This, and Heaven Too*, and I think it contributed to the Bette Davis caricature she later became. Still, she was quite right to give a different sense to the French girl she was playing.

There was particular trouble between Bette and Litvak in the courtroom scene. Bette had a moment where she heard the Duc was dying, and she wanted to fall to her knees. Litvak disagreed. There was a real row over this piece of business, and they finally sent for me. I suggested they try it both ways, which they did, and Bette's way was so obviously the better that I sided with her.

Judith Anderson had been pencilled in for the Duchesse, but M-G-M dangled a year's contract in front of her and Australian cupidity won out. Barbara O'Neil was chosen instead. I worried about Litvak's conception of the immaculate, beautifully dressed grande dame, and so did she. But he insisted, and, in this instance, prevailed. Yet I thought it hurt her performance.

The cast was carefully chosen and the children handpicked. It was June Lockhart's first film appearance, and Virginia Weidler was borrowed from M-G-M to play another daughter. Four-year-old Richard Nichols was a godsend. Bette adored him.

During the making of *All This, and Heaven Too,* Charlie Einfeld, who was the head of publicity for Warners in New York, was making one of his periodic visits to the West Coast. I liked him enormously, and he liked me. In my mind, if not theirs, I knew *All This, and Heaven Too* was a major film, so I discussed with him the idea of roadshowing it. He liked the idea, which made it possible to give the film the length it needed. He began to speak of it as "ATAHT." *Gone With the Wind* had been "GWTW" and Charlie wanted to cash in on that. Ours was more euphonic and Charlie Brackett said, "ATAHT—it's the most lovely sound I've ever heard."

The script didn't come easily. It was a constant battle over what to keep from the book and what to discard. There was one wonderful scene, not in the book, that Casey wrote. It contained scraps of things from the book, but it became one of the finest love scenes I ever saw in any film. It takes place on a Halloween night in a country inn. The Duc has come down from Paris to see the children. They are seated around the fireplace, and Henriette reveals a small piece of her past. Boyer's burning eyes never leave her. There was no embarrassment between them. It is as though a large family had been brought together. Both Davis and Boyer were wonderful in the scene. I remember a thought placed elsewhere in the book in which Henriette compares herself to a silhouette

placed against the light. Her life has neither permanence nor substance. The day Casey gave me that scene, all I could do was hug him.

When the film was finished and previewed, it was indeed long for its time, nearly two-and-a-half hours. The only casting problem had been Boyer. When he was released from the French army, his agent, Charlie Feldman, asked for $100,000 for his services. Wallis was particularly furious. He insisted on George Brent, who would have been disastrous in the role. Through Warner's help (and, not incidently, Ann Warner's) Boyer was signed—for $100,000.

At the previews, which were excellent, some people felt it overlong. It was fairly slow moving, owing to the nature of the story itself. Some aborted attempts to cut it after preview only made the film seem longer and less exciting than it had been.

Charlie Einfeld was still impressed with the film, but the New York office was dubious about it. They expected a typical Warner film, but they had not been excited about *Dark Victory* either, and that film's success made them more dubious than ever. Bette was playing a different type of role: the firebrand had been replaced by a quiet woman, speaking differently than she ever had before.

The New York office consisted of the financial people, the publicity people, the advertising people, the distribution people, and the rest of the people mainly interested in getting the film into theaters. Except for Einfeld, they uniformly hated it.

Wallis told me about the New York reaction. It upset him, but to his credit it didn't seem to faze him. Warner never spoke of it; neither did Einfeld.

All This, and Heaven Too had its gala premiere at the Carthay Circle in Los Angeles prior to its road-show engagements. I took Norma Shearer to the opening and cautioned her about her usual tardiness. As a result, we arrived a half

hour early to a nearly empty house. Norma smiled, but understood and said nothing.

The first part of the film was pure enchantment. The audience was with it every step of the way. It was imaginative, beautifully planned, and enthralling.

Outside, at intermission, it was apparent that the film had struck home. Virginia Zanuck threw her arms around me and said, "It's the most wonderful film I have ever seen!"

But during the intermission, newsboys came around the corner shouting, "Fall of France!" People bought their papers and went back to the theater grudgingly. The latter part, like the latter part of *Gone With the Wind*, seemed an anticlimax after the thrill of the first half. It was politely acknowledged, but far less than before. Yet, I was satisfied with the film; it remains in many ways my favorite. Some people liked it, others did not. It was far less a critical and public favorite than *Camille* or *Dark Victory*.

The Carthay Circle engagement was not a big financial success, and one day Wallis asked me to accompany him to the theater with the thought of cutting it down a bit. People had complained about its length, and a longer film meant fewer showings in a day (and, consequently, fewer paid admissions). I went with some trepidation, but to my relief even Wallis said, "I wouldn't touch a foot of it."

Rachel Field and I became very close friends during the making of ATAHT. She loved the film, with one minor exception—a scene of Henriette standing at the grave of the Duc with Henry Field looking on. I don't know why she objected to it, but she did. Still, after she had seen the picture, she sent me a copy of the book with a very flattering dedication to me. It was indeed sad when her husband, a gentle and delightful man named Arthur Pederson, called me a year later in New York to tell me that Rachel had died. She and Pederson had adopted a daughter named Hannah, whom they both adored, but Rachel had wanted to give Arthur a child of his own.

Knowing, when no one else did, that she had terminal cancer, Rachel became pregnant. She desperately wanted to leave that child for her husband, but the pregnancy brought on an even earlier death. I grieved for her deeply.

Chapter 12

My sense of story is simple: I believe in a beginning, a middle, and an end. But you should never have to struggle to give a story structure. A story naturally has what starts it, what propels it, and what it eventuates in. Unfortunately, modern films are not usually structured that way at all. I think they have discovered that audiences like constantly to be excited, so they jump forward and back with little thought of being completely understood. To hell with sense; many are cut just for the sake of cutting.

I don't really understand what "plot" is. For plot you work out everything step-by-step, no matter what. I never worked that way. I suppose plot plus character equals story, but if you have solid characters, they will lead you astray—always to your benefit. If you try to hold your characters to the line, they'll kill you. You'll end up with nothing.

Storytelling mirrors life. *Kings Row*, as with *All This, and Heaven Too* and *Raintree Country*, covered only a small part of the book—what I felt to be the dramatic part. Books often need restructuring to turn them into films. How much, of course, depends on the book. *The Maltese Falcon*, for example, was almost a script in book form to begin with, and John Huston wisely used all its values. It had been tried twice before, and badly, so when John talked to me about it, I stupidly suggested he drop it. *The World According to Garp*, on the other hand, needed dramatizing, but they did such a literal translation they ended up with a mediocre film. I probably would have plumbed the book to its bowels and worked backward to fully dramatize it, but that's hindsight.

I believe it's possible for a fine director or writer to alter the delivery of a book but not the meaning and remain faithful to its intent. A fine dramatist can change every word of a book and still come up with something closely akin to it. I think *Gone With the Wind* was an outstanding transference of a book to the screen. *All Quiet on the Western Front*, nine years earlier, was another great achievement.

When you start on a book you make a full examination of its characters, its meaning, and what it means to say. I always start with the characters. Good characters in a book live and breathe, and you are able to follow their actions. Once you have an appreciation of the quality and usability of the characters, you can get them moving, knowing pretty much where you want to go. But you must always let them dictate the way you get there. A character cannot destroy the substance of a story, but rather take you validly where you want to go. Sometimes a character changes or grows, sometimes it doesn't. Yet you cannot tell a story about someone who stolidly stays where he is. If you do tell it, it's going to be an awfully dull story.

I think audiences are awfully bright. They catch on very easily. I think, in fact, many producers tend to underrate the audience. Hal Wallis certainly did, leading us to a lot of arguments. He thought the audience was basically composed of idiots. "They won't understand," he'd say. "Make it very clear." Warner had a more open mind, though he pretended to agree with Wallis. He was by far the better film man.

Warner Bros. owned a novella by Louis Bromfield called *It All Came True*. It was sort of a fairy tale about a seedy boarding house for actors, none successful. A gangster comes to hole himself up in the house to escape execution. There he falls in love with the people, many elderly, and particularly with a young chorus girl. With his help, they put on a show that revives their fading hopes.

It was written by a fine author well enough to rise above its banalities. Casey Robinson had long wanted to do it, and I thought it way above most of the material on tap, and so we were given a green light to proceed. We did the script with a very light touch in keeping with Bromfield's story. It emerged a charming little piece, I thought, and a perfect vehicle for Ann Sheridan, whom I had long felt had real star potential. Humphrey Bogart wanted to play the gangster; he was very friendly with Bromfield and liked the script, but the studio wanted George Raft. Bogie told me how he had got Raft out of the film. "It's a small part for a big star," he told Raft, who wasn't the brightest guy in the world. "Obviously it's beneath you . . ." Convinced, George begged out and Bogie was in.

Unfortunately, the film was assigned to director Lewis Seiler, who had done many Warner pictures. He was a heavy-handed director, somewhat dense though amiable. I hated every foot he shot. Without knowing better, he was vulgarizing the whole thing, but he was a good Warner boy and I couldn't budge the front office.

Meanwhile, Mark Hellinger, a relatively new supervisor at the studio, had been assigned a remake of *One Way Passage*, a Warner classic of the early thirties, a love story about a doomed heiress and a criminal being brought back to San Francisco to be executed, and their romance aboard a ship returning from the Orient. The compassionate policeman assigned to returning the murderer abets the romance, all the while knowing its fatal conclusion.

Hellinger hated this kind of story and was having great trouble getting a script out of it. One day Hal Wallis told me he would assign *It All Came True* to Hellinger to finish if I would take over *One Way Passage*, to which Edmund Goulding had been assigned. Wallis knew my opinion of Seiler but insisted the reason was solely Hellinger's inability to crack *One Way Passage*.

I went to Jack Warner about it, since I had grown somewhat attached to *It All Came True.* "You won't lose anything by it," he said. "*One Way Passage* is more your cup of tea."

I think he missed my point. "I want *It All Came True* protected, and Seiler isn't doing the job."

Jack said, "I know, I know, but Seiler is a good director and it'll turn out all right."

I told Jack that *One Way Passage* was a fairy tale and I didn't see what we could do to improve the original film and it should be done as nearly like the original as possible.

"That's fine," said Jack, dismissing me summarily, "but would you do it? The script is a mess."

By this time, Eddie Goulding was enjoying a newly rejuvenated career sparked by his work on *Dark Victory* and was no longer the amenable, sweet-tempered darling he had been. I knew the original concept of *One Way Passage* was old-fashioned, but its audience appeal was in its simplicity, and monkeying with that could very well damage it. Goulding was of another opinion: he felt it could be another *Dark Victory* and wanted the same kind of added character, the one who would "suffer for the heroine," as Geraldine Fitzgerald so expertly had. He conceived—and insisted upon—the addition of a bridal couple on their honeymoon, the wife to become involved with our heroine and be the aforementioned sufferer. I told Eddie that this story was far simpler than *Dark Victory* and that new characters would overload it. But Eddie knew better and kept saying, "No, no, no."

In fact, he wanted to do the script himself. He was a talented writer, and some of his writing was very good, but he was extravagant with words and new scenes and soon it looked as if we might end up with an eight-hour film. So Warren Duff came back on to work behind Goulding. The resultant script was long, involved, but finally finished to no one's total satisfaction. During the script's preparation, Goulding's temper was up and down, and one day he threw the script at my head and stormed out, only to return the next

day without apology but with an extravagant gift which amused me.

Norma Shearer had ended her long association with M-G-M, and although she had no great desire to resume her career, I thought her perfect for the role of the doomed girl. She read and liked the script and the part, but wanted George Raft to play opposite her. It might have been good casting of the Gable-Shearer kind in *A Free Soul*, but there had been a good deal of gossip about Norma and Raft, not too favorable, and I thought too much of Norma to allow it. So she bowed out and suggested her friend Merle Oberon, who had just finished up a long-term contract with Samuel Goldwyn. Merle took the role and I found myself fascinated by this beautiful, warm, loving girl. George Brent was cast opposite her, and Geraldine Fitzgerald was predictably cast by Hal Wallis to play the bride on her honeymoon. When I saw Geraldine she was big with child, far gone in her first pregnancy. I was alarmed and told Wallis, but he just shrugged it off and said, "Shoot her high!" Binnie Barnes was cast as the phoney countess aboard ship, and Pat O'Brien as the police officer. I found Binnie absolutely adorable, English to the core, and a truly bonnie girl.

After we had been shooting a few weeks I got a call one Sunday morning from Goulding's long-time butler. Goulding was ill and I was asked to come immediately to his house. I, too, had a cold and was wearing a warm scarf and slippers, but over I went. Goulding was in bed and his manservant was taking care of him. "I can't go on with the picture," he moaned. He indeed looked very ill and I realized that Goulding could not, at least immediately, continue with *'Til We Meet Again*, which was, by then, what we were calling it. His physician went into the room and closed the door behind him. When he came out he reported Goulding sleeping and said there was no way for him to continue working.

I called Jack Warner, and he told me to come over and we would talk about it and decide what to do. I described the casualness of my dress, but it didn't seem to matter.

Warner started off quite amiably and invited me to stay for dinner, just Ann and himself. "What's wrong with Goulding?" he finally asked. "Is it dope again?" I gave him the same vague answer his doctor had given me. He erupted in anger. "What are you doing?" he demanded. "Covering up for that bastard?" Obviously I wasn't, but I doubt that he believed me. "You look sick yourself," he said, regarding me suspiciously. I told him I had a cold. "Everybody has a cold," he said.

The dinner was, as always, marvelous. We were joined by their daughter Barbara, then about six or seven and a bright, beautiful little girl, curious about everything. Warner said we could resume the next day with Bill Keighley shooting in Goulding's place. Merle was distressed and found Keighley's work less than inspiring. She asked me what could be done about it.

Tola Litvak was getting ready to shoot *All This, and Heaven Too.* I explained the situation, and although it meant sacrificing needed time on the bigger project, he agreed to help out. Warner was amenable and Merle was a lot happier. There was only about ten days' work left, and Tola did extremely well.

During the picture Merle came down with a cold and suddenly her skin erupted. She said it was because the studio forced her to take penicillin, to which she was allergic, so photographically we had to be very careful. I also remember Orry-Kelly had made her a stunningly simple evening gown. It was the first shirtwaist evening dress to hit the screen. Warner saw it and said, "If I wanted a secretary, I'd hire a secretary!" So we had to have a more conventional dress made for her. The warmth and glow of Merle's personality helped lift what was at best a compromise film above its level, and the picture was surprisingly well received.

When Hellinger finished *It All Came True*, Wallis suggested Mark and I share credit. But Mark, even though we were not friendly, asked me to let him take full credit on the picture. He said he needed the credit, while I didn't really feel I did. When the picture went well at a preview, Wallis called me the next morning and said, "*It All Came True* is excellent. You didn't want credit because you thought it'd be a stinker!"

My next year at Warners was my most disastrous. Almost every assignment fell apart, either from a decision on top not to proceed, or from an inability to lick the script, or from casting problems. You name it. Only one film emerged, a small one called *Million Dollar Baby*. It was based on an original story by Leonard Spigelgass called "Miss Wheelright Discovers America," about an old woman expatriate who, having discovered her fortune was based on a fraud committed by her father on his partner, returns to America to find the lost heir to the partner's claim. She finds that the only living heir is a young girl working in a dime store, a charming, simple girl quite content with her life and her romance. But Miss Wheelright is determined to re-educate the young woman, make her into an heiress, and give her a million dollars without ever letting her know why. It was a clever and well-developed premise, but like many of the gifted Spigelgass' originals, totally without a plausible ending. I talked to Spigelgass about a proper solution to the picture and he told me that none of his stories had a proper solution. "There's nothing unusual about that in my work," he said. Jerry Wald and Dick Macaulay, a crack team of writers, tackled the job, but when they came to the end, they too found themselves in trouble and wrote a completely predictable finish in which the girl and the boy come to realize that the money mustn't separate them, kiss, and fade-out. This was absolutely no solution, but it was the only ending we had.

We began shooting it with an undistinguished cast except for May Robson, who played Miss Wheelright. Priscilla Lane was cast as the girl, although Olivia de Havilland had wanted to do it and would have given a far better account of herself. Jeffrey Lynn played Miss Wheelright's young lawyer, whom the old lady wants the girl to marry, and Ronald Reagan played the dime-store lover. He had been cast in so many undistinguished parts I almost felt sorry for him.

Curtis Bernhardt, a German director who had been recommended to the studio by Henry Blanke and had done good work, was the director. He was reputed to have a "champagne essence" to his humor; he was a mixture of likeable and detestable.

Everyone recognized we would have to come up with an ending. Everything had been tried by Wald and Macaulay, to little avail. Finally I asked Casey Robinson for an idea and he came up with an outrageous one. When Lane's romance with Reagan is threatened by the money, they decide to draw it out of the bank and one night have fun by strewing it in the streets while riding in a car. In lieu of better, it was written. Wald and Macaulay hated it. Bernhardt was flabbergasted. They had all been brought up to have a lot of respect for money, and here we were throwing it to the four winds. I wasn't fond of it either, but we had to get the picture into release, and Warner and Wallis bought it. Many people found the waste of money on anything like this immoral, but it neither hurt nor helped the picture. It was program stuff and found its own market.

My contract now gave me eight weeks vacation during the year, and I took a trip through the Panama Canal on the U.S.S. *America*. On board I saw Sally Eilers, who was with Mildred Ginsberg, wife of Henry Ginsberg, an executive about to take over Paramount Pictures. I was traveling with my friend Jimmy Whale; we all had a very good time, and I got the mental change of pace I needed.

Jimmy was a cigar smoker who smoked only the finest, and he took me to what had been recommended to him as the finest cigar maker in Havana, a man named Cepeda. He bought a number of cigars and got everyone to take their limits for him. I wanted some to bring back to Jack Warner, who loved cigar smoking, but only the most "claro, claro." The cigar man told me he made a specialty of one cigar, very light and of the highest quality. He had, in fact, only 25 of these. He told me that the year had been an especially good one for tobacco and that these cigars were of superb flavor. He also told me that they did not always run the same; in lesser years they would not be as fine.

Warner was in New York at the Sherry Netherland when I arrived. I told him I had a gift for him and he said, "From Havana they must be cigars. I hope to God they're good!" If I make him sound a little boorish, it is not intentional; it was just the way he thought. He told me to bring them to him in Hollywood, as he was leaving that afternoon for the coast.

When Warner smoked one of the cigars, he called me and said they were the greatest he had ever had. He wanted more, but I told him what the cigar merchant had told me and that he would have to wait. He never stopped raving about those cigars.

I had heard it noised around when I got back that Jack didn't intend to take up my option. Phil Berg had no concern about that—he knew he could place me with a lot of other companies, so I didn't much care, except that I would have missed out on *Kings Row*. Jack was mad at me for the non-productive year I had just completed and for numerous other things, mainly trivial. He was a very mercurial man, and unless you had been part of his early life he could turn on and off without warning. But they did take up my option and I got a long blue note detailing all the grievances he had against me and hoping that I would mend my ways.

His main grudge was held over a sneak preview of *The Old Maid*, on which I had nothing to do. He had seen my

friend Jimmy Whale, who was not affiliated with Warners, coming down from the balcony after the preview smoking a big cigar. Jimmy was not working at the time and was an avid moviegoer. I had implored him to stay away from Warner previews and in fact never told him about them. I later found out that my secretary would telephone him without my knowledge and tell him when and where every Warner preview was.

Jack had obviously said something to Phil Berg, because Phil later asked me, "Do you *have* to live with Jimmy Whale?"

I replied, "I don't have to, but I want to." I knew it came from Warner, and I knew how easy it was for him to turn from hot to cold, but that was how he was and it didn't diminish my warm feeling for him. I also knew that Hal Wallis was constantly telling him that I knew nothing about actual production. Jack knew better, but that constant repetition would swing the balance eventually. Warner knew that I could cast, that I could cut, and, in cases of emergency, actually direct for a day or two. But I always did things that would make the film better—not cheaper. Wallis felt I was great on script, weak on production. After the training I had been through, it just wasn't true.

During the year, Bill Dozier, then literary agent at the Berg office, brought me two new novels, both of which I was getting first crack at. One book was *Mrs. Miniver,* which I read and liked but which was turned down by Hal Wallis. The other was *Kings Row,* by an unknown author called Henry Bellamann.* It was long and contained enough material for five movies, but the main story was a very powerful one of two boys who grow up in a small town as inseparable com-

* Ironically, I think *Kings Row* might have had a chance for the Oscars if it hadn't been for *Mrs. Miniver,* which M-G-M quickly bought and filmed. The war, which America was now in, gave it a sort of aura that made it unbeatable.

rades. Parris Mitchell, brought up by his gentle European grandmother, wants to be a doctor, while Drake McHugh is a fun-loving young man with little thought for the future. They both belong to the wealthy element of the town. Parris studies medicine with Dr. Tower, a brilliant if somewhat mysterious doctor with a young daughter whose mother is considered the "town crazy." She lives secluded and is seen only from a second-story window, staring hopelessly into who knows what.

On the other side of town lives Randy, a beautiful Irish girl whose father works on the railroad. A love affair comes to Drake and Randy. Parris leaves for Vienna to study after Dr. Tower kills his daughter and himself, leaving a letter to Parris in which he reveals his hopes for Parris and fears that his daughter's growing insanity would ruin his life.

After Parris is gone, Drake loses his money and, down and out, is given a job on the railroad by Randy's father. One night there is an accident and Drake is hurt. Another doctor, Dr. Gordon, an able but vengeful man, amputates both his legs. This is in punishment for Drake's "immorality."

Randy nurses and eventually marries Drake, who is full of self-pity and loathing. When Parris returns, he helps Drake to face himself, and a new future begins.

In the novel, Dr. Tower's suicide and murder are based on an incestuous relationship he has with his daughter, strong stuff for 1940. There are also many strange and perverted characters, but they are outside the true story of *Kings Row.*

Of course, I wanted Casey Robinson to write the screenplay for *Kings Row.* He happened to be leaving on a vacation to the Far East, so I gave him the book and he promised to read it on the trip. When he returned I asked him about it. He told me he had gotten as far as the incest between Dr. Tower and his daughter and, certain the book was completely unfilmable, had thrown it into the Indian Ocean. Norma Shearer was taking a trip too, during which she was going to be

stopping in Havana. I asked her to stop in at Cepeda's and get some more of the cigars that Jack had so loved—the time was ripe for a new crop. I asked her to get 50, which was the maximum allowed in customs, and I would pay her for them. They were the same brand, all right, but when Jack got them he said quite nastily, "These are not the same as the others and not nearly so good." I guess the tobacco crop was inferior to the year before, but that was after my option had been taken up, so it didn't make any difference to me. The bloom was off the rose where the cigars were concerned and, although innocently given as a gift, they accomplished their purpose: I could hang onto *Kings Row.*

The first two hundred pages of *Kings Row* were what interested me. The Breen office frowned on our purchase of the book, but by then I already had the reason for Dr. Tower's killing of his daughter Cassandra and himself. Instead of incest, which, of course, was not allowable, I reasoned it would be equally believable that he would keep from Parris, his promising pupil, the one thing that had ruined his own life—an insane wife.

Casey Robinson finally agreed to write *Kings Row* when I suggested the insanity angle as a way around the incest. I also think he was intrigued by the challenge of getting a filmable script out of such a notorious book.

The incest problem was a major one, while the question of condensation and dramatization was a matter of taste and talent. In dramatizing a long novel of this kind, it is simply a matter of choosing what works and the characters that will help you carry the story along. Casey was an excellent dramatist—he tended to hold onto too much, while my tendency was to keep things lean and moving. The ending was Casey's idea, and I liked it enormously. It was a unique idea and gave the picture's end a big lift. Bellamann hated it, but I had found that authors often dislike radical changes in their work. He wanted us to do the whole book, but that would have made for twenty extremely boring hours.

Wallis told me Sam Wood wanted to direct it, and I was delighted. I talked to Sam and told him I wanted Tyrone Power for it, that we had talked about it and he was enthusiastic. But that meant a hassle with Darryl Zanuck who, determined to brush it off, asked for two Errol Flynn commitments and more. Warner gave it a try, but it was just no good. I knew Parris was a difficult part to play, a perfectly straight part, and that the other characters, Randy, Drake, Dr. Tower, and Dr. Gordon, would score off him. We needed a strong personality and an organized actor to carry it off. Everyone on the lot was tested, but nobody really had what we needed.

Sam Wood had just worked with Bob Cummings on *The Devil and Miss Jones* and liked him. He was a little old for the part of Parris Mitchell but, in spite of being known as a comedian, he was a pretty good actor. Eventually we agreed on him. Sam wanted Ginger Rogers for Randy, but I knew this was our big chance to make a star of Ann Sheridan, for whom I had the greatest admiration, and I held out for her. She was on suspension, and I had a hell of a time convincing her that at last she was getting the part of a lifetime. She gave in and was a truly memorable Randy. Cassandra was a difficult part to cast and, again, everyone was tested. Bette Davis wanted to play it, but Wallis thought her too old and her position too important to play a secondary lead, so he had me ask her to test for it. That did the trick and Bette let me know in no uncertain terms what we could do with our part.

Cummings' makeup, designed to make him look younger, disturbed me. He gave a good, very sincere performance and was excellent in his scenes with his grandmother (played by Maria Ouspenskaya) and with Ann Sheridan and Ronald Reagan. The Breen office made us cut his best scene, in which he gives his grandmother an injection to ease her pain from the cancer (also unmentionable) and lets her die. Tyrone Power would have brought a great personality to the role of

Parris; he would have been a much stronger character than Cummings and the film would have been better as a result.

The portion of the book we used was written far more for character than for plot.* The choice of material was dependent on the solving of Drake McHugh's difficulties. Drake, up to a point, defined boundaries in the book, but Parris was the central figure. I thought the scene (not in the book) where he lays his cheek on Drake's and the scene outside the door with Sheridan ("Mary, Mother of God") were brilliant additions by Casey Robinson. Both were quite moving and are well remembered by people who have seen the film.

Sam Wood brought in William Cameron Menzies as production designer for *Kings Row.* He was probably the most brilliant man I have ever known in his field. He sketched the entire production shot-by-shot, creating the most imaginative sets and lighting, and did every camera setup for Sam, who turned out to be an unusual director. He knew nothing about the camera, nothing about script, and little about casting. Not only was Menzies on the set for everything, Sam rarely let me out of his sight, either. Before shooting he would say to me, "What is this scene about?" I would tell him and he would whisper in an actor's ear the magic words that brought forth a fine performance. In spite of his unorthodox method of working, I thought him worth his money.

One day Sam sent for me. They were preparing the scene where Drake, after the accident and the loss of his legs, wakes up. Suddenly he cries out, "Randy, where's the rest of me?" When he realizes what has happened to him, he turns his face to the wall—a gesture he repeats in the film. "How the hell can I make him turn to the wall," asked Sam, "without turning his whole body?" The answer was fairly obvious. I

* Judging from Henry Bellamann's later work, I have often wondered who really wrote *Kings Row.* The difference in the quality of the writing is like night and day.

suggested that he cut a hole in the bed and put Reagan's legs through it. That would make turning to the wall both difficult and heartbreaking. He tried it and it worked. Menzies, meanwhile, was standing there. As I turned from Sam he whispered, "I've been trying to get him to do that all day." I believed him; Menzies was not one to miss a trick.

Among Menzies' contributions, apart from the entire tone of the film, were the magnificent opening shot in the schoolyard . . . Parris stepping over the stile into adulthood . . . the staging of the accident in the railroad yard . . . the sight of the crushed coffee pot to indicate Drake's legs . . . the lighting in the bedroom at the grandmother's death . . . the long telegraphic montage between Kings Row and Vienna . . . and many others.

James Wong Howe was the cameraman, and his work was superlative. He had the biggest assistant I ever saw and Jimmy, diminutive, used to bully him mercilessly.

Even the musical score came about in an unusual way. Erich Wolfgang Korngold, in my book, was the closest thing to a musical genius who ever tackled a film. He worked in the most conscientious way: he knew the script by heart, followed the dailies with me, discussed the meaning of scenes and, in the end, his music, powerful as it was, was wonderfully supportive of the film. Korngold was like a god of music and an angel as a human being. All his preparatory work was done for no extra money. He loved the script and thought *Kings Row* was an important picture. He was perceptive on story and his suggestions were often quite helpful. His goal was always for music to interpret, not to dominate, the picture. The score was written in his mind during production, but not actually put on paper until after the picture had been assembled. As I remember, there was a long sequence of letters between Parris and Randy from Vienna to Kings Row. Korngold wanted to do it entirely with music, and it was very effective. He knew by the time the picture was finished exactly what he was going to do, and it was not

long before the scoring took place. The music was recorded over three nights, possibly four. (I remember Norma Boleslavsky was the pianist.) Korngold had a good-sized orchestra for most of the recording. The music was never intrusive, as it was in *Dark Victory*, where Bette said she didn't have to die, because Max Steiner's music did it for her.

As for Menzies, we became good friends. He was a hard-drinking Welshman who pronounced his name *Mingus*. He was a small, red-faced man with a wonderful disposition and a fine sense of humor. He joked about the amount he drank, but he was always in command of himself and his great talents.

Sam Wood had gained arrogance since his M-G-M days, but he and Menzies got along like a dream. Basically, Sam knew how much he needed Bill, though he never admitted it openly. It was Bill who directed the camera crew, the set constructionists and designers—in fact, the whole technical end of the picture was his. Sam, in contrast, would sit on his ass and wait for Bill to finish. Yet he was brilliant in the way he could grasp the meaning of a scene and whisper it in an actor's ear.

When the film was finished, I thought it excellent. During the filming, Jack Warner had told me he wanted only one of Drake's legs cut off. I reminded him that many one-legged men got out of bed and functioned in the world, that he had a one-eyed director named Raoul Walsh to whom he deservedly paid a lot of money, and that the audience would doubtless lose sympathy for a man who simply refused to get out of bed when he so obviously could do so. Warner was still unsure of it and asked me to have "protective takes" made nonetheless, particularly in the sound track whenever Drake's legs were mentioned. As in countless times before, I felt sure he would forget these so-called protective takes when the film was successfully previewed. This was not the first time I had encountered such a problem while in production.

One aspect of the film, however, embarrasses me no end. When Parris returns from Europe, he visits his old home and finds a German professor and his niece living there. A friendship develops between Parris and the girl, Elise. When he is perplexed about how to handle Drake's growing bitterness, he goes to her. As we did it, Elise suddenly becomes a psychiatrist and Parris, supposedly a brilliant young psychiatrist himself, the student. She solves the problem and sends Parris out to do the job. Even when I saw the scene at previews it didn't offend me, but some years later, when I suppose I was a little more sophisticated, it hit me like a ton of bricks and I wished to God something could be done about it. Unfortunately, it was much too late.

The first preview was in Pasadena. The audience was emotionally overwhelmed; it was obvious that the picture would score heavily. Everyone was ecstatic until Warner eyed me and said, "Do you have the protection takes?" I told him no. He knew damned well they were unnecessary and, in any case, could still be made, but he regarded me coldly and I knew I was in for it. He just didn't like his authority flouted, and in this case, for the first time in my career, somebody remembered.

Toward the end of my Warner contract I was in New York for the Astor Theater opening of *Kings Row.* The critics had already seen the film, but I didn't know it. My friend Bill Hawkins, dramatic critic of the *World Telegram,* gave a luncheon party for me at which I met the critics. Bill knew they were going to slam it, but he told me nothing. The critics were polite and asked many questions.

On opening night Bill arranged to get me stinking with "stingers" before the opening. I slept through the whole damned thing, but next morning I read the critics. Rose Pelswick said the film had destroyed her faith in her family doctor; some of them were worse. Bosley Crowther in the *New York Times* slammed the film, although five years later he talked about it as if it were a classic.

The reviews were horrible, but business at the Astor was sensational. You couldn't get near the theater. They started running the film nonstop from eight in the morning until late into the night. It broke all records at the Astor and ran a very long time. It was a small theater, but a very prestigious one. There were lines constantly.

The cast of the film was brilliant, with the possible exception of Robert Cummings. Claude Rains (who replaced James Stephenson as Dr. Tower when Stephenson died of a heart attack just before he was due to start) gave one of his best performances. Charles Coburn was unique as the sadistic doctor. Judith Anderson was superb as his wife, and Nancy Coleman, in her debut, excellent as his daughter. Maria Ouspenskaya, whom I had known at the American Laboratory Theater years before, was beautiful as Parris' grandmother. Even the small parts were perfectly played. Wood had done his job superbly, and Menzies' work was fabulous. All in all, I thought the film had something extraordinary about it and still do. It was honest, a story of deep and lasting relationships, and very lifelike in its development. On the main I think it contains some of my best work. It is not so pure a drama as *Dark Victory*, and in some ways not as deep as *All This, and Heaven Too*, but those three, along with *Camille*, are the films I am most happy about in my life.

Chapter 13

Just before we made *Kings Row*, I worked on *In This Our Life*—a very tough book to dramatize. It was a Pulitzer Prize novel by Ellen Glasgow, the eminent Southern writer. The overt action of the book was rather pointless; the important things in the book were all deep inside the characters. It made for little honest action. It wasn't like *The Sisters*, where the action and the characters functioned together. Instead, the action functioned on one side, the characters on another. There was only one character whom one could easily dramatize, an old uncle who was played in the film by Charles Coburn. He was quite simple to understand: a greedy old man with an almost incestuous interest in the "bad" sister. When John Huston made the film, he magnified the uncle's letch for his niece in what John called his "hellfire scene." In the book the relationship was a little bit like the relationship between Soames and his daughter Fleur in *The Forsyte Saga*. It was not really sexual, but it had sexual overtones.

Ellen Glasgow was an elegant lady writer. I don't mean a female novelist. I find it very difficult dealing with lady writers. She didn't plunge into her material—she skimmed it. Her characters had deep thoughts, but did little. I knew that the whole thing was a tough cookie, and I told Jack that I didn't know if Warners should make it. I really don't think the picture belonged in that time, if ever.

Casey Robinson did not want to do *In This Our Life*. Not only did he not much like it, but he was feeling his oats and wanted to be out on his own. He was having domestic problems, having fallen in love with the woman who was to

become his second wife, Tamara Toumanova, and he was finding it more and more difficult to accept help in his work from anyone. I had been in the middle of the whole thing with Tamara. I had known her before Casey met her, and we were good friends. His aim was to sign Toumanova to a contract and make a big film star of her. He also was the first to sign Gregory Peck to a contract. He finally made a film with the two of them for RKO release, but it was not a success and Tamara never made it as a stellar film personality. Later, of course, Casey lost Peck. He had no mind for organization; he was an excellent writer who needed encouragement and help, but he saw himself as the new writing-producing genius. By that time, Casey just wasn't Casey anymore.

Howard Koch did the script instead. He recognized the dangers and wrote a screenplay which, rightly enough, was rather intellectual, as was the book. In the book, the girls were called Roy and Stanley. Warner at first wanted to change the names, but later thought that it might be intriguing and so left them.

Koch was a very good writer, in many ways a distinguished writer. His dialogue was excellent and his style low-key and subtle. He found it very difficult to develop dialogue for *In This Our Life;* the scenes were almost nonexistent in the book. For a novel, the fact that the characters and situations are working at cross purposes is fine. I have always found Faulkner's books fall into this pattern. But the ideas expressed are weird ideas that have nothing to do with what the characters are doing; the basic elements of the book are rather banal. The weak father, the strong mother, the two sisters, one good, one bad. It's been done countless times. It was how the people thought that made the book, but dramatizing that element of thought was a virtual impossibility.

Olivia de Havilland had strong ideas about the things she wanted to play, and she desperately wanted to play the bad sister. I never understood why Olivia was attracted to certain roles or projects, but I adored her as a human being and

friend. The bad sister in the book was much younger than the other one, and I thought Olivia was better cast in that part. The studio wanted Bette Davis to be in the film, but she wouldn't play the good sister. I thought it would be a good change for her, but she wouldn't hear of it.

Bette was a very determined New England young lady. She didn't like the film at all, and I can't say as I blame her. Later she said, "I can make six bad films in a row and then I make a good one and I'm still Bette Davis." For a long time that proved to be true, though she was not in a position to refuse to do anything. Prices were going up on the outside, and she was not getting paid commensurately with her peers. She had been loaned to Goldwyn for *The Little Foxes* at a very high rate and got nothing out of it, so I think Bette was just biding her time until her contract ran out. She went on to play a nothing part in *The Man Who Came to Dinner* and ended with *Beyond the Forest*, which was the proper stinker of her career. In between she made nothing memorable, with the possible exceptions of *Watch on the Rhine* and *Now, Voyager.*

Olivia and Bette were very good friends, and Olivia played her role in *In This Our Life* the way she had to play it—she was in no way upstaging Bette. The fact that she was calm, serene, and obviously younger than Bette worked squarely against Bette.

John Huston was not the director to tackle this kind of project. He had a restless nature and he hated the rather mild and dawdling atmosphere of the book and our script, so he did his best (or worst) to put action and drama into the proceedings. Bette, in choosing to play the bad sister, was miscast and she, too, tried to put fire in what was at best a rather quiet sinner. To further add to the confusion, John and Olivia had a rip-roaring affair during the making of the film, prompting Bette to be sure they were both conspiring against her.

The Koch script was not a satisfactory one to me, but I thought it was the best compromise with the book that we

could get. Finally Hal Wallis, wanting to inject a little action into the proceedings, had the ending rewritten and reshot behind my back. He added an accident after the chase and a lot of melodramatic action which turned the film into a mishmash. Lenore Coffee, a friend of mine, later told me she had been asked to write a more spectacular finish, which she had done. The fact that it had nothing to do with what had happened before didn't seem to faze anyone. I refused to attend the previews, not wanting to suffer any more than I had to. Strangely, the film did very well and made quite a lot of money. I never knew why; maybe it was the cast. I doubt if the Pulitzer added much to its commercial value.

With Huston, if he were working on a project that interested him, or if he needed at the moment for something to be awfully good, or if he owned something, his work would be very good. Otherwise, his attitude was Fuck You. Later on, when he was making one picture after another and they were all stinkers and flops, he was doing them just for the money and couldn't have cared less. Notwithstanding, he had wanted for years to do *The Man Who Would Be King*, and when he finally made it, he did beautiful work.

He had less interest in *In This Our Life* than in my left foot. We were very friendly personally and I saw him every day, but he was elusive about the film. I knew enough about Huston to know that was the way he was. As far as the film was concerned, everything I discussed with him went in one ear and out the other. He would seem to listen, but it was all useless. Nobody could ever move John Huston. John and his father, Walter, had a great relationship, but even he could not move John—nobody could. Hal Wallis knew it and eventually Warner got rid of him, not long after the historic *Treasure of the Sierra Madre* in 1948.

For a long time I knew that my support at Warners was being eaten away. When Warner brought up the subject of the one-leg protection takes after *Kings Row* had so obviously

moved the preview audience, I realized that something was seriously wrong. The signs were all there.

After that, I was given a couple of half-baked ideas that had no solution. They hired my brother, novelist and playwright Melvin Levy, to do one of these projects, a short piece by Edward Gilbert called *Remembrance.* I thought it hopeless from the start, as it certainly proved to be, but I didn't want to hurt my brother, so I did the best I could with it.

Phil Berg was aware of what was happening and started making plans. I trusted Henry Ginsberg and wanted to go to Paramount, although Phil did not feel they were quite "settled" at the time. Ginsberg was a very fine, capable man and a friend of mine. I was not aware of the situation at Paramount, where Arthur Hornblow, their top producer, had just left after not being able to get along with their new production chief, Buddy DeSylva. I needed the backing of someone I liked and trusted and Henry, for me, was it.

I left Warners in February, 1942. For Christmas every year Jack and Ann had sent a plant to the house. I suppose that everyone else got one too, but in 1941 nothing came. I knew that was part of my being eliminated.

Phil made the deal for the end of my contract. They owed me a good deal more than the $5,000 they offered, but Phil thought it better just to take it and not argue. On the last day I just picked up and went. My secretary packed my things up and I drove off the lot without fanfare for the last time.

The $5,000 was to be paid immediately, but it didn't come and didn't come. Meanwhile, I went to New York to visit with friends. I was called back by Berg to have a meeting with DeSylva, who had heard I was grim and humorless. I met with him and had a very pleasant and cordial lunch. We laughed and, his fears seemingly assuaged, they went to work on making a deal, the first of my career that would assure me a full producer's credit.

That's when Phil called to tell me that Jack Warner had called him. He said he heard I was signing with Paramount

and he wasn't going to pay me the $5,000 he owed me. Apparently, I had gotten another situation a little too fast. I was shocked; it was the first time I had ever known Jack to go back on his word. I found it hard to forgive him, yet I never lost my affection for him.

Chapter 14

As it turned out, Phil Berg was quite right about Paramount. From the beginning, Buddy DeSylva was dictatorial, and his musical-comedy mind (he had been a successful songwriter) was totally incompatible with mine. He played his authority to the hilt. He was the big boss, the Mussolini, a revengeful, catty, stinking guy.

I ultimately did two films at Paramount. The first was an adaptation of Daphne Du Maurier's latest novel, a pirate saga called *Frenchman's Creek*, to which Talbot Jennings was assigned to write the script. The second was based on a play by Alfred Maury called *Tomorrow's Harvest*, the story of a nun who guides an American officer to safety during the occupation. I think what attracted me to it was its theme of unexpressed love between people and the consequences of it. It reminded me of a modern *All This, and Heaven Too*, and I hoped to make a film equally sensitive and touching.

DeSylva announced to me that Mitchell Leisen was to direct *Frenchman's Creek*. He knew I disliked Leisen and his work, but ignored my feelings. Leisen was his pet and DeSylva's preferences were for splashy production over story content. Joan Fontaine was borrowed from Selznick and Arturo de Cordova was cast as the pirate. Joan was as wrong as possibly could be for the Du Maurier heroine; we needed a vivid woman. (I had envisioned Vivien Leigh, whom Selznick afterward told me could have been had for the part.) Arturo de Cordova was entirely untried in American films, although he was very popular in Mexico. He was a rather lethargic, not particularly handsome young man.

Leisen didn't much like the idea of him much either, but the studio thought him a future Valentino.

Leisen was impatient with getting the script in filmable condition. A former art director, he was much more interested in the costuming and decor and spent days in the wardrobe department sewing chain mail on the costumes, much to the disgust of Madame Karinska, the brilliant maker of the clothes designed by Raul Pene du Bois.* I worked with Jennings, and wherever there was a change of the rather stilted dialogue of the novel, Leisen would insist on our returning to Du Maurier exactly. It was my first experience with a director who, by studio authority, had such power.

I had been enchanted by the Du Maurier storytelling and the boldness of her characters, and had high hopes for the film, since it was going to be a very expensive one. DeSylva had wanted Leisen to do *Frenchman's Creek* and had told him that he could spend anything he wished if he would agree to make it. With Leisen that was like giving him a ticket to the mint.

During this time, *Tomorrow's Harvest*, with an uninspired but solid script by Lenore Coffee, was made ready for production. I had asked for and gotten Frank Borzage to direct. He was a gentle, sensitive man who had made some of the screen's finest love stories, including the silent classic *7th Heaven*. We got along very well. Maureen O'Hara was cast as the nun and Ray Milland, Paramount's top leading man, was to play the hero. But I was having difficulties with DeSylva on the script. He had a pair of story assistants with solid pedestrian minds whose job it was to throw roadblocks into

* A small, slightly malicious note: The first time Joan Fontaine came in for fittings, she had just driven up from Palm Springs. She was wearing rubbers, an oversized raincoat—her hair was untidy and not particularly clean. When I took her to meet Karinska, she gave Joan a single look, motioned me to the door, and hissed, "You promised me a woman, you have brought me a *mouse*."

anything they did not find "logical." For them everything had to be spelled out exactly; they could not understand that drama is surprise and the best way to touch an audience's imagination is through understatement.

Finally, when we were allowed to begin shooting, we discovered that Maureen O'Hara was pregnant. After a few days of shooting, she asked to be relieved and Barbara Britton, one of the Paramount contract actresses, replaced her.

Frenchman's Creek, meanwhile, was almost finished. I hated the film—thought it pretentious and vulgar, although physically beautiful. We had bought and rebuilt a hulk and towed it up to the Mendocino River, one of California's most beautiful locations, where a large part of the film was made. The pirates were Leisen favorites and about as puny a crew as ever didn't sail the oceans.

Frenchman's Creek was previewed and looked, in spite of its glaring faults, like a potential hit.

Tomorrow's Harvest was retitled *Till We Meet Again,* though only a few years before I had made a film with the same title at Warners. Before its completion I had Bert Allenberg, who was Phil Berg's partner, ask for a release from my Paramount contract at any cost. Henry Ginsberg was marvelous and, realizing he could never reconcile Buddy and me, agreed.

I never received the promised producer credit—DeSylva as executive producer even had his name on the screen much larger than mine as associate producer. DeSylva told Allenberg that he had never even considered giving me full producer credit.

Free of Paramount, I implored Allenberg, who was running the agency while Phil was in the service, to stop and consider his next move. He told me he had talked with Bill Goetz, who with Leo Spitz had started International Pictures, releasing through RKO. I had known Bill, who was David Selznick's brother-in-law, during my RKO days, and we had

been friendly. I wanted a holiday badly, but Bert insisted that I meet with Goetz immediately. Goetz had signed the talented Nunnally Johnson as a writer-producer and needed another producer badly.

I met with Bill, who had changed greatly. I could see the same conditions facing me at International that I had faced with DeSylva at Paramount and told Bert so.

Then I had a call from someone at Twentieth Century-Fox, where Darryl Zanuck wanted to meet with me. I didn't know Zanuck, but admired the efficiency with which he ran Twentieth and knew that he was a man of reason, dedicated not to himself but to his films. I told Allenberg about the call and he explained to me that Zanuck had had a falling out with Goetz and this was Zanuck's way of thwarting Goetz. Selznick had sent word as well that he was interested in dealing with me, but I knew that Selznick was a one-man operation and, much as I liked and admired him, it would never work out.

Bert Allenberg begged me not to see Zanuck. He told me that he had made a personal commitment to Bill Goetz. I, of course, was free to do what I wished, but he told me that he had a name for honesty and my even meeting with Zanuck would hurt him very much. Impulsively, I agreed, and the deal with Goetz was made. It was one of the great mistakes of my life, and I found that if Allenberg was the soul of honor, his later behavior gave no hint of it.

Leo Spitz was one of the finest men I ever met in the industry. He had been a top executive with the RKO organization and was a first-rate businessman, completely honorable. Bill Goetz was affable, but his desire to outdo his brother-in-law, the brilliant David O. Selznick, made him less than trustworthy. His talents were limited and he would never have been a producer—let alone head of a producing company—except for the fact that his father-in-law was the great Louis B. Mayer. During Darryl Zanuck's time in the war effort, Goetz had temporarily been in charge of Twentieth

Century-Fox and, on Zanuck's return, had, according to Zanuck, tired to usurp Zanuck's hold on the company. But Zanuck's hold on Twentieth was firm, so Goetz left Twentieth and formed International, a name he appropriated from Selznick's company.

I had no problem getting proper screen credit into the contract. Goetz had bought a novel titled *Tomorrow Is Forever* from its author Gwen Bristow and had been having a headache trying to get it adapted for the screen. It had much to recommend it, but it was basically a mental exercise and not a piece of dramatic material. Before I work with any writer, I want to know how I envision the entire film, even to the point of doing a crude sort of script. Nobody sees it, but it lets me get an overall picture of the action. In doing this with *Tomorrow Is Forever,* I found that if the first child born to the heroine belonged to her *first* husband, who was supposedly killed in the war, there would be someplace dramatic to go when the second husband came into play.

Tomorrow Is Forever was no classic, but it proved an excellent exercise for me and a very acceptable assignment. I got Lenore Coffee to do the script. Her construction was always excellent and although some of her dialogue was pedestrian, rearrangement and prudent cutting helped it greatly.

While all this was going on, Goetz came to me with a problem. He had signed Sonja Henie to some sort of a deal and was having trouble coming up with material for her. The date for her first film was getting close and the film, by her contract, was to be made in Technicolor. It would have been disastrous for such a small company to miss both a Henie commitment (she was booked for an ice show tour) *and* a commitment with Technicolor. Goetz asked me if I could find something for her, though I had no intention of making the film; it was far from my field of interest.

One day I had lunch at a restaurant near Paramount with Charlie Brackett. After lunch we drifted back to his office. He

was still working with Billy Wilder, and Billy came in. I asked him if he had any ideas floating around in his trunk or his mind that might do for a Sonja Henie picture. He came up with the title *Of Ice And Woman* and proceeded to sit down and dictate a few pages, a total takeoff on the play *Burlesque.* Although it was all done as sort of a lark, the idea had merit, and I took it to Goetz. He liked it (or was grasping at straws) and called Wilder, who offered it as a gift.

Goetz asked me to do the film. He had intended to personally produce the Henie film, but I think he found himself in deep water. I tried to get out of it, but the always compromising Bert Allenberg thought I should do it. I was always used to Phil Berg's shrewd and on-target judgment, and I still believed that Allenberg was equally clever. He wasn't.

Trouble was all over the place. Goetz had signed Don Loper to be his associate producer on the film, and he asked me if I would accept the commitment. Having once accepted the assignment, I felt there was little I could do when, with Goetz's backing, Loper tried to take over. He had no story judgment and was only interested, as was Leisen, in decor. The film could have no pretensions with Henie and Michael O'Shea (a talented actor but out of place), but I hoped to get a coherent background for Henie's skating skills, most of which had been expertly exploited in her Twentieth Century-Fox films. Since she had to dominate the film, and, as our only skater, was limited in her choreography, all we had to offer was a Technicolor view of her.

William A. Seiter, one of the sweetest and most patient directors I have ever worked with, kept things moving, and Lynn Starling contributed fresh dialogue to Elliot Paul's rather heavy-handed script. The result, entitled *It's A Pleasure,* was, as expected, mediocre, but the film showed a profit. Goetz nonetheless abandoned further commitments with Henie, everyone agreeing that audiences were no longer excited about her and her icy antics.

Irving Pichel, a friend from long past, was the director of *Tomorrow Is Forever.* We had Claudette Colbert, whom I had long admired, playing the mother role. She generally refused to play such roles, but Goetz worked on her and she eventually consented. She liked the story, as redesigned, and the script. Orson Welles, about whose talents at that time one cannot say enough, played the "German" scientist—actually the war-wounded first husband of Colbert and the father of her elder son. George Brent played the second husband, and Natalie Wood, in her first film, admirably played the German war orphan. Pichel had discovered her while making a previous film on location in Santa Rosa. She was a child of Russian parentage, eager, curious, and bright.

Richard Long, in his first film at seventeen, was also excellent. His test had been so superior to anyone else's, and his poise so complete, that I admiringly told him so. He smiled and took off his jacket to show he was swimming in perspiration. On his first day of shooting, Welles impishly tried to throw him by giving him false cues and deliberately fluffing his lines. The kid remained calm and Welles afterward asked me if Long even knew what was going on, so I told him about the test.

As we filmed, conflicts grew. Bill Goetz wanted glory, and up to then he had never been involved in a "woman's picture." Nunnally Johnson was not about to share credit on his successful *Woman in the Window* or his less successful *Casanova Brown.* Among the pluses to me on the film were my dealings with Bill Ihnen, the set architect. He and his wife, Edith Head, became friends, and I found Bill to be the finest man in his field with whom I had ever worked. I had told him that I wanted a winding staircase in the hallway to make it possible to shoot unusually on important scenes. He built the most beautiful stairway I have ever seen and at the bottom a sort of living space with a marvelous fireplace. The climax of the film played superbly there.

During shooting, I remade the acquaintance of a friend from New York, who was by then Erich Maria Remarque's agent. He brought me the manuscript of Remarque's new book, the about-to-be-published *Arch of Triumph.*

I was overwhelmed by it and knew that it was one of those stories that seldom come to a producer and one in which I felt I had to participate. It was about Paris poised on the verge of war and a refugee from Nazi Germany with an obsession about killing the Nazi commander who had brutalized and murdered his wife.

Both Remarque and his agent agreed to let me set up the production. A deal was arranged for the rights, and the agent insisted on an under-the-table deal in which he was to take associate producer credit at a small salary. He was ambitious and thought such a credit would give him the opportunity he wanted to become a producer on his own.

I didn't want to make the picture for International and asked for my release at the finish of *Tomorrow Is Forever.* Goetz was as happy as I was to end our association, and so it was over.

Charlie Einfeld and David Loew were in the process of forming a new company, Enterprise. Charlie was a close friend and had been a sympathetic ally at Warners, although we had not seen each other for some years. David Loew I knew only slightly. He was a gentle, very honorable man who had recently done extremely well with a film in collaboration with Al Lewin, *The Moon and Sixpence.* Although he was from a family that had been in films all his life, and although his twin brother Arthur was a vice president at M-G-M, he had limited production experience. Charlie was a genius at advertising and publicity, but his production experience had been equally scanty. Two more honorable and fair-minded men could not be imagined, and the new company gave high hopes for creative people. The aspirations were noble.

They wanted *Arch of Triumph* as a leader for their new program, and we made a very fair partnership deal. Re-

marque had an outline for a novel with a background in a tubercular sanitorium in the Alps. I suppose it was my hang-up on doing repeats of stories that I loved, but I was attracted to it. Enterprise wanted product, and they made a deal for a film based on the outline alone. Both were given to me as my first year's output.

Enterprise made its first expensive error: they took over the old California Studio, a rather ramshackle affair, and spent a good deal of money refurbishing the old stages and building one new one. They were well financed, but costs mounted on the studio far beyond their estimates. I think I later discovered the reason for a good part of the overrun.

I had wanted to work with Barbara Stanwyck for many years. I thought her one of the finest actresses I had ever seen. She was my first choice for *The Other Love*, which was the title for the second Remarque story. Charlie and I went to see her, and I remember an amusing interview in which she said she was always the girl they went after—after Joan Crawford and after everyone else had turned them down. She liked the idea of the story, and a deal was made with her. Enterprise was really the first company to make sharing deals with artists.

I talked to various writers about *Arch of Triumph*. It was considered a very hot property. I finally settled on Irwin Shaw, who was out here at the time although he lived in New York. We had long and exhaustive interviews about the story, and Shaw seemed to agree with both Remarque and me about the values we wanted. He insisted on doing the script in his New York apartment, and also insisted on sending it on in one piece when finished, not piecemeal as was usual. He received what was for that time a large fee for writing the screenplay.

I thought of casting. I wanted Laurence Olivier, whom I had known slightly in the years before the war. I sent the book to him and several weeks later he wrote to tell me that although his interest was mild, he might be more interested if we would consider Simone Signoret to play the female

lead. I had seen her in her French films and thought it an excellent idea. I didn't think that the book needed an enormous female star, although it was a fat part. Einfeld was cold on the idea. He wanted two giant names, and although he was interested in Olivier, he felt we could do better than he and Signoret. She was a magic actress on the brink of what eventually became a great career. I knew her well later, both here and in Paris, and found her a dedicated artist of the first degree.

Charlie and I were in New York when Shaw delivered the script. We both read it and found it deeply disappointing. He had rewritten the novel into a new Shaw version and there was little left of the meaning of Remarque's work. Shaw hated rewriting and resisted all of our suggestions. Eventually, by contract, he made some changes, but they were minor—he was one stubborn character. I never understood why he had consented to do an adaptation and had then written an entirely new play.

I had vaguely talked with Ingrid Bergman, whom I knew well through her friend Signe Hasso, and she had shown no interest in doing the film. I thought her a ravishing beauty with a tremendous gift of health, but I was not impressed with her acting talents and thought them highly overrated.

A little later I was again in New York. I had a telephone call from Peter Lindstrom, then Ingrid's husband. Ingrid had decided that she wanted to do the film after all. Peter sensed that I was not altogether happy about it, but Charlie was delighted. He thought we had the biggest star in films and the biggest property in years and that there was every chance for a real blockbuster.*

*Marlene Dietrich wanted desperately to do the film; her agent bombarded me. She later claimed that Remarque had written the book for her. I never told her, but Erich had told me more than once, "Anyone but Marlene!" She was closer to the character of Joan Madou than Ingrid, but my opinion of Marlene Dietrich's acting talents was not flattering.

Ingrid, who was riding the crest of some hit films, had definite ideas of who should direct and whom she would play opposite. Charlie had pencilled in Tola Litvak, with whom he was making a deal, and I would have been content to have him. After *All This, and Heaven Too*, I knew that he could be controlled, and I personally was fond of him, but Ingrid would have no part of Litvak at that time.* She wanted, among others, to work with Lewis Milestone. I admired his work, but thought him basically not a director for women. I later came to respect and love him deeply, even though *Arch of Triumph* turned out to be anything but what I had so fervently believed in and hoped for.

Ingrid also wanted Charles Boyer in the lead opposite her. He was basically the protagonist of the novel. I admired Charles, whom I had known for many years, but worried that a Frenchman playing a German refugee in Paris just before the war might be somewhat confusing to audiences. I sought a Ravic elsewhere, but Ingrid's mind was set, and Einfeld was convinced that Ingrid's participation would make the picture a smash.

We were forced to start the picture before we were really ready to do so. The overrun on studio costs had consumed the preproduction funding from the bank, and they desperately needed production capital. Milestone brought in Harry Brown to do the rewrite. Brown had written the novel on which Milestone's highly successful *A Walk in the Sun* had been based. He was a talented dialogue writer, somewhat lacking in construction skills, but Milestone was certain we could furnish that.

When we started filming, at least two weeks before we had gotten the script into proper shape, I thought Ingrid was somehow lacking in both vitality and acting skills, beautiful

* Ironically, it was Litvak who later directed her in *Anastasia* (1956), the film that restored her popularity in the U. S. and won for her a second Oscar.

though she was. I talked to Milestone and he thought he could help her as the film progressed.

When the set costs came to my desk, I noticed that the sets were priced at almost ten times more than they could possibly have cost. Alarmed, I talked with Loew and Einfeld, and together we made probes at the production office. I watched the costs daily, and when something appeared that I knew to be wrong, I insisted on knowing why. The production department considered me an enemy, as they knew I had my constant eye on costs.

The Other Love began a few weeks after *Arch of Triumph.* Andre de Toth was the director, and David Niven was chosen to play the doctor opposite Barbara Stanwyck. Stanwyck amazed me. I had thought her as dedicated a perfectionist as Bette Davis, but it was simply not so. She had a rule that she would make exactly five takes of any given scene, including all angles. If someone blew their lines, that was tough luck—she would do no more. She was letter perfect at all times, and knew exactly what she was doing, but others were not. This caused us to replace Robert Stack with Richard Conte in the third lead. Stanwyck also had a habit of reducing dialogue to its essential elements, and since Harry Brown, who had done dialogue work on the script, needed a kind of rhythm for best effect, it hurt his work badly.

Arch of Triumph had one casting change. Charles Laughton was brought in to replace Michael Chekov, who had had a heart attack, as the Nazi commander. Chekov had played the part with a quiet menace better suited to the part than Laughton's overplaying. Charles was a brilliant actor, but not controllable.

There were constant crises during the filming of *Arch of Triumph*—mainly financial. I had controlled the production department, or thought I had, but money was evaporating in spite of my vigilance. Certainly neither Loew nor Einfeld had anything to do with it; they were as concerned as I, but could not find the source of the leak.

During the making of the film, the rumors on the outside were rosy about Enterprise and about *Arch of Triumph*. I was offered a great deal of money for my 20 percent share. I discussed it with David Loew, who begged me not to accept it from outside people. He was confident that my percentage would make me wealthy for life. I would do nothing to upset Loew or Einfeld, and so I did not accept the offer.

When both pictures were finished, *The Other Love* had an opening in London. M-G-M was handling the Enterprise product in Europe, and the opening was at their Empire Theater. Stanwyck and her husband, Robert Taylor, were going over for the opening, but I was totally spent—physically, emotionally, and spiritually. With a friend, I planned a trip to Europe. It was 1947, two years after the war, and I wanted to see what had happened to Europe in that time. I was going as someone who loved England and France.

When I left the studio, the cost of *Arch of Triumph* was $1,800,000, a fair price for a picture of its size. When I returned to New York, I met with David Loew. *The Other Love* had opened and was doing satisfactorily, although by no means was it a big success. Loew told me there would be a small profit on *The Other Love*, but when he showed me the budget of *Arch of Triumph*, the cost had risen to $2,300,000! I asked him how it was that on completion, with allowances for completion included, the budget had been half a million lower. He was at a loss, although an examination of the budget showed that the costs that had been deleted were beginning to reappear.

I had signed for two more pictures with Enterprise. One was a Nancy Mitford book which was being worked on by Harry Brown during my absence, and the other was an unpublished work called *Tuesday to Bed*, about a Time-Life editor and a girl photographer. It was not a great piece of writing, but contained fresh and interesting material. Gary Cooper had shown some interest in it.

But Enterprise was in trouble. Only one of their films, John Garfield's *Body and Soul*, was doing business on a brisk scale. Holes were appearing in the financial structure. Loew was very concerned, and Einfeld worried to death. They could not find the source or sources of the leaks, although I had suspicions and told them to David. He was the most trusting soul imaginable and could not believe that trusted employees had gutted the cash register.

Arch of Triumph, completed for some time, was being held. It was the only thing to which they could charge the overhead of the studio. Charlie continued the big sales campaign, and by the time of its eventual release, I'm convinced people thought they had already seen it. The final cost reached $4,400,000 and generally, although not by Charlie and David, I was blamed for the disasters that surrounded Enterprise. They settled what contracts they could, including mine at a substantial loss to me. They eventually turned all assets over to the Bank of America, their sponsor.

I was thoroughly—and physically—devastated after that. For at least a year I was unable to even think straight. Bert Allenberg, strangely enough, had offers for my services, but I simply could not have functioned. When I finally began to revive myself, Hollywood was at the beginning of its downfall, and I did not work in films again for a full seven years. During that time many producers used my script skills and paid me handsomely for them, but no one was interested in me as a producer. In fact, I can truthfully say that in those seven years my phone completely stopped ringing—except for the people who needed me.

Chapter 15

During those seven years, I traveled a good deal and lost my beloved mother, one of the most beautiful and compassionate people who ever passed my way. I also read and optioned Graham Greene's widely acclaimed novel *The End of the Affair*, in collaboration with screenwriter Anne Morrison Chapin (who had no ambition to write the script herself). It was a fascinating exploration of sin and redemption, and it eventually garnered a good deal of interest.

Among the people who contacted me with the idea of producing *End of the Affair* were Charlie Feldman, the agent-producer, Walter Wanger, who wanted to set up a co-production deal with me, and Louis B. Mayer, who had been ousted from M-G-M and who assured me he was just burning to get back into production.

I wanted to wait a little while and try to get the script organized and get some stars and directors interested. But Mayer was persistent: the same intensive wooing of me occurred that went on after Thalberg's death. He offered a very substantial sum of money and my agent, who was then John Beck of the William Morris office, assured me that I would have the greatest possible protection. So I made the deal with Mayer. John asked George Cohn, a lawyer who had once represented International, to work with Mayer to draw up the contracts.

But nothing happened. There were long delays, and I began to get concerned. Finally, I heard from someone within the Mayer organization that Cohn had talked him out of it. I

was astounded, and so was Beck, but I never faced Cohn with my knowledge, as it would have endangered my source.

The worst was still to come. Although Mayer had reneged on the deal, he suddenly announced that he owned the rights to *End of the Affair* and every place I went with it, I was faced with his determination to take it away from me. I had limited resources, both financial and otherwise, and his power and wealth were far beyond mine. Incredibly, this stalemate went on for almost three years, until the Morris office finally brought me a very bad deal with producer David Rose, who had a releasing contract with Columbia. A large payment was due Greene, who had been very patient, and I was deeply concerned about Mrs. Chapin. So I was pretty much forced into the deal, and the film was set for production in London for Rose's Coronado Productions.

Bert Allenberg had just taken over the management of Deborah Kerr. She had made an enormous impression in *From Here to Eternity* and was at the time starring on Broadway in the very successful *Tea and Sympathy*. I went to New York to meet with Deborah, and she agreed to play the woman. She seemed eminently right for the part, and I was delighted.

Lenore Coffee began working on the script—not an inspired choice, but an experienced and shrewd screenwriter. Greene had wanted James Agee to do the script, and I had talked with him. Although he was one of the truly fine writers and dramatists of his time, the backers didn't want him.

The choice of Van Johnson was a compromise. He had long wanted to play the man, but I wanted an Englishman, preferably Richard Burton. Columbia, at the time, did not want him, so he was not approached. Then the shooting schedule kicked in and Van was cast. He was far from the Greene hero the film needed and I knew it.

Edward Dmytryk was Rose's choice to direct. I knew little about him, but got to know him and he seemed an affable sort of man with an almost mathematical mind. He

wanted to do the film because he had had no success working with women and he wanted to prove that he could. He had just finished *The Caine Mutiny,* which I saw in the projection room and found very wanting.

And so, after seven years of inactivity, I was back in the position of doing the best I could with limited help and limited confidence in those around me. The years fighting Mayer had taken something out of me, and I had too little fighting spirit left. On top of that, I fell ill with pneumonia during a particularly cold and rainy season in London.

The film was well made, but at the last minute Rose and Columbia decided that the book's "miracles" were somehow beyond our audience, and they were summarily removed over my empathic objections. Their loss meant the loss of the film's depth and uniqueness.

When it was finished, I returned to Hollywood to consult my doctor. I returned to London two weeks later to do the dubbing and finish the technical work. I was disappointed in the score, heavy and somber, and got rid of as much of it as possible. With careful editing we made it passable.

During my absence, Bert Allenberg began negotiating a deal for me with Harry Cohn. Cohn was the only major film executive I did not know. I had been in his office before leaving for London with Dmytryk, and he had been quite nasty to me during the interview. I got up and left in the middle of the meeting, and by the time I got out the door, the secretary told me that Mr. Cohn wanted me to return. I did and he suddenly became pleasant and quite warm. I disliked him, but knew that he ran a good studio and I was interested in dealing with him.

Nothing happened and I gave up on the whole idea. Sam Goldwyn saw *End of the Affair* and was impressed and talked to me about a project he had abandoned but in which he still had interest. I knew Goldwyn quite well and knew that he ran a one-man operation, so I didn't take it very seriously. Yet, he talked with Dore Schary at M-G-M one day and I was

asked to come to M-G-M and meet with Schary. I had never known him, but I found him warm and interested. We talked about M-G-M properties: I had always been interested in *World's Illusion*, which they owned but had never made. Dore promptly had a long synopsis of the book prepared and found it enthralling. However, there was a flaw in the rights they owned and he asked me to come up with something else.

Sometime before, Anne Chapin had talked to me about *Raintree County*. She was from Indiana and had been excited about the book since its publication in 1948. I had read it and found it thrilling, if somewhat confusing. M-G-M owned the rights, having bought them in a book prize contest, so I suggested *Raintree County* to Dore. Again, he had a long synopsis prepared, and when I met with him he asked me how I would treat it. I told him I found the story of Susannah, the Southern girl, particularly exciting and suggested building the story around her and the protagonist. Although she had limited space in the book, she was to me the most memorable of its characters. Dore agreed with my approach and directed Benny Thau to make a deal with me.

Thau had held a grudge against me since my early days with Thalberg and did everything he could to queer the deal. I suppose he thought I was another Schary man, and he not too secretly hated Dore as much as he hated me.

A satisfactory deal was finally worked out, but Thau's resentments lingered. I didn't realize it then, but I soon found out that M-G-M was having serious financial problems. The years of backbiting and political football had seriously hurt the Metro product. Only Arthur Freed's musicals were successful and had been for some time. Dore's films had been at best mediocre, and although they had Greer Garson, Grace Kelly, and Elizabeth Taylor, they had all been misused and neglected. In fact, the studio fought my choice of Elizabeth Taylor to play Susannah in *Raintree County*. They felt that she was neither a good actress nor a potential box office star.

Millard Kaufman went to work on the script, and he did a good one. I was worried about the early scenes, but from the moment Susannah entered the scene, the script got going.

I had two other assignments at M-G-M, a remake of Maugham's *The Painted Veil* and a new novel that had been purchased for $75,000, *Year of Love*, about the marriage of a Hindu boy of high estate and a girl of modest estate. It was a touching story of what happened to her under Indian customs following the early death of her husband.

I got Arthur Laurents, the gifted playwright, to do the screenplay for *Painted Veil*, which needed modernizing and a fresh approach, and I got James Costigan to adapt *Year of Love*. I had seen a half-hour show on television Costigan had written and thought his work to be that of a very talented young writer.

Margaret Booth, the venerable head of editorial and a confidant of all the top executives, later told me that Dore was so impressed with my scripts that he had wanted to create a new position at M-G-M and place me in charge of all script development at the studio. He put this forth at a meeting with the other top M-G-M executives and they were all aghast. (I'm not sure I would have agreed to take it if it had been offered to me.)

It was easy to see that battle lines, long formed, were raging at M-G-M. Thau was maneuvering for top banana, a position he had long coveted. Eddie Mannix, as always, wanted to serve as intermediary between the creative people and the studio. The New York executives were fighting amongst themselves. And Dore, unbeknownst to himself, was being given the cold finger.

Early on in the shooting of *Raintree County*, which had been cast with Elizabeth Taylor, Montgomery Clift, Eva Marie Saint, Lee Marvin, and Nigel Patrick, Dore Schary was summoned to New York and removed as vice president in charge of production. *The Painted Veil*, with Eleanor Parker and Ronald Neame directing, had just started shooting.

Neame, with the backing of Thau, had rejected Arthur Laurents' script to return to the old hat of Maugham, and Karl Tunberg was assigned to do a rewrite. The whole project was pedestrian and Neame, I thought, was doing a very bad job. He has done fine work on other films, but he certainly didn't on this one. I don't think he even understood the story—certainly not Laurents' conception of it.

Then, six weeks into production, Monty Clift was involved in a bad auto accident and *Raintree County* stopped shooting. The budget was saved only because *Raintree County* had been the first M-G-M film to carry cast insurance. Mannix explained to me that Clift had been a calculated risk and they felt safe on such a large production only with cast insurance.

Eddie Dmytryk was again directing. It had been a choice between George Sidney and Dmytryk, and I had chosen what I felt to be the lesser of two evils. I had wanted Fred Zinnemann and he had liked the script. In fact, he had convinced Clift that he should do it, but he refused to shoot it on the M-G-M lot with their production department; many of the better directors were refusing to work at M-G-M by this time. But it was essential to have the film shot on the lot—nothing else was scheduled for the months ahead and something had to be working in order to absorb all the overhead.

Raintree County was completed, and we had a great preview in Santa Barbara. But whispers soon began that M-G-M wanted retakes—it was just like old times. "They" wanted to put their own stamp on an outgoing regime's work. These rumored retakes were indeed made, but except for a close-up of Eva Marie Saint, they all were later scrapped.

I was helpless in a power crunch and knew my days were numbered. Thau sent for me one day and told me that if I ever contacted Dore Schary, I would be fired. A few days later an interview with Dore appeared in *The Hollywood Reporter*

in which he said he would like to have me with him in a new position. That was it.

Howard Dietz, head of publicity, wanted to two-a-day the film, which was fine with me. He felt its $5,500,000 cost merited it. The film opened in a few spots, but business was not good. Everyone at M-G-M began denying anything to do with it, but when it opened soon after in its general run, the business was enormous. Then the stampede began to grab credit. Mannix was amused with the whole situation and had a good laugh with me. He was still the only one at M-G-M who had purpose, ability, and human understanding.

I left *The Painted Veil,* now called *The Seventh Sin,* long before its completion. Allenberg, Thau's dear friend and now Neame's agent, got me off the picture. Subsequently, Neame was replaced by Sidney Franklin, who in turn was replaced by Vincente Minnelli.

Somewhere along the way, Mannix told me that *Raintree County* had done over $15,000,000 in rentals—an enormous return on a film for that time. It was later sold to TV for a substantial sum and ran the world over. How much it grossed, I don't know, but it was substantial. Despite this, Thau saw to it that no other studio would have anything to do with me. I had a couple of nibbles, but they quickly dissipated.

I had a brief stint with CBS through Bill Dozier, working on a half-hour pilot for a show, but nothing came of it. I hated television and am sure I would not have been very good at it, although CBS was very good to me.

Many years before, I had fallen in love with Colette's *Cheri* and *Last of Cheri.* Anita Loos, whom I had known slightly but who was a close friend of a very dear friend of mine, had done a dramatization of the novels for the New York stage. I went to New York and saw it, and although I thought it not very good, partly because of the casting of Kim Stanley, I wanted to do it as a film and made arrangements

for a running option on the play. I liked Anita enormously, and we carried on a long correspondence.

I thought Europe was the place to go and for some reason ended up in Rome. There I met Eugene Lerner, who with his partner Henry Kaufman had the top agency in Rome. Gene was as taken with *Cheri* as I, and we formed a partnership to get it produced. At that time he managed the career of Alain Delon, who seemed to be right for the part. He was attracted and repelled by the material, and at first resisted my first choice for Lea, the aging courtesan, Simone Signoret. He rather favored Ava Gardner, who wanted to do it and I think would have been memorable in the role. Signoret was the finer artist, but Ava had qualities that would have made a different but most compelling Lea.

I went to Paris and there met Colette's daughter, Colette de Juvenal, and Colette's last husband, Maurice Goudeket. A contract was drawn firming up the option on the material.

Europe revived my living force as well as my creative power. I wrote a sketch of the way I saw *Cheri* as a film. We had reactions on the material both good and bad and I came to know and like very much Alain Delon, who was still ambivalent on the material. He was becoming a big European star, and there was much interest in him in America.

I had seen *Tom Jones* and admired Tony Richardson's work. He had a deal with United Artists for further films and he liked the idea of *Cheri*, particularly with Signoret, so we opened negotiations that were to be finalized in London in the near future.

Then there was stalling on his part and it was revealed that he had secretly opened negotiations with the Colette estate himself, cutting Gene and me out of it. Legal hassles followed, and he was left unable to release the film anyplace where a telegraphic or verbal commitment was binding, although this did not happen to be the case in England. In the end, we both lost out and the property was abandoned.

In spite of this, the European trip had been a glorious, fulfilling experience for me. It had put life and living into perspective and I was able to know just how far I was willing to go with things and how far I was not.

I returned to Rome and worked for a time with Gene and Hank until Gene's health forced him to pull out. Hank went along for a time without him, but Gene was the guiding force in the partnership and the Italian boom was fading. Eventually the agency closed, and Gene went into writing. I returned to America, where I have since toyed with projects, but with half a heart and no results.

Strangely, early on in my Hollywood career I had a presentiment of what would happen in the industry. While I was still at Paramount, I said to Noll Gurney, one of Myron Selznick's top agents, "This industry can't last forever. The strong men are going to die and there isn't going to be anyone to replace them." At Paramount, apart from Selznick and maybe Schulberg, nobody of any importance was in a position of authority or creativity. There were some excellent writers and directors, but nobody to guide or lead them. I knew Selznick would one day go out on his own, though he was really a creator and not a leader. Schulberg was more interested in his own glory than in Paramount's or the industry. Jesse L. Lasky was a very dear, kind, honest man, but a lightweight. Adolph Zukor worked from New York. He was a powerful, shrewd man, but not a creative one.

Gurney was shocked and thrown by what I said. I told him writers and directors were eventually going to gain in importance, but by the nature of their talents their interests would be limited to their own productions. There were no leaders among them. I didn't know enough of the other studios at that time, but if Paramount was a case in point, I thought I had to be right. If producers were creative producers, they would become important, but again they would not be industry leaders. The control would be gone and there would be no one strong enough to hold it.

I discovered that the industry system was only as good as the men who were on top. It had never been a natural working order and depended on imagination, vision, and bravery of policy. That could only come from true film men who cared for their product even above their own profit.

The film business was a very special thing. It had originally been started and developed by a series of pioneers—the Laemmles, the Griffiths, and Inces, and others. They were men willing to gamble, and the gamble paid off. By the time Mayer, Warner, and the others came into it, their brilliance not only kept it going but pushed it to even greater heights. The weak ones fell away and the strong ones lasted to make what became a most unique industry. But their strength gave the industry a kind of artificial structure. It was not a normal business structure, but strangely it did help to make the production of pictures on a large scale possible. Pictures were not just an art, they were mainly a business. By the time Irving Thalberg came on the scene, the industry was ready for a superior man to elevate the whole thing both financially and artistically.

During the war there was a drain of talent and manpower, but not so great that it changed the direction of the industry. The war and the few years that followed brought on an era of fantastic prosperity. But, sadly, it was wasted. The big egos took over. They felt they could do no wrong.

It wasn't only television that brought on the decline of the industry. The quality of leadership had come to be nothing. The antitrust suit and the end of block booking had something to do with it, but the major reason for its quick decline was the people themselves. The great caretakers were fast going or gone, and what replaced them were incompetent egotists. It was a matter of self-destruction, and the industry sadly died with a whimper.

For a while they thought actors were the thing. They took over the industry and the studios became their bankers. That led to bedlam and real destruction. Benny Thau said to me

one day, "At least we're not responsible any more. The actors are." I think he said it with great personal relief.

I repeat: I met three men in the business who would have been important in any phase of endeavor they entered. There was Thalberg, there was Mayer, and there was Jack Warner. There were, from my experience, no others.

The self-servers, the grabbers, followed the giants. At M-G-M, after they got rid of Dore Schary, Arthur Loew, a very nice man, came in as company president. He didn't want it and soon gave it up. Thau became studio head for awhile. He overlorded Mannix, who had always been over him. He didn't last long and Joe Vogel, one of the New York executives, came in for a short time. The studio was going badly under Thau, and Vogel got rid of him. I think about that time Thau went to William Morris. When Vogel died, the studio was in a most deplorable state.

The studios self-destructed in different ways. RKO fell to Howard Hughes, who closed it down. Columbia endured as long as Harry Cohn lived and then had a long, dreary time of it. Twentieth Century-Fox self-destructed simply because Zanuck got bored.

Warner lasted the longest. When he began to lose his instinct and drive, he had sense enough to sell to Seven Arts. Later the studio passed to other hands.

Warner combined so many things. He was a great administrator, he had instinct and imagination. Yet, he was actually a very humble man. The front was brash, rather vulgarly funny, but it was only a front. He could be so easily hurt. The fact that he hurt other people didn't matter to him, but he was very sensitive. That, I have found in life, is not an uncommon trait. But even when I was mad at Warner and thought he had done me in, I never stopped loving him.

I never loved Louis B. Mayer. I was fascinated with him, but had no real feeling for him. A rattlesnake was tame compared to Mayer. He was probably very good to his family, but to the naked eye he was a fascinating monster.

Of the three I, of course, had the deepest feelings for Irving Thalberg. Never once was he treacherous or false, even for a minute. He was helpful, cooperative, and supportive. He showed that he was proud of every good thing I did. He was also a tender, good business friend to me. From him I learned so much.

I was not a leader. My interest was in the individual film on which I was involved, and I tried to put as much as I had into my work. It is as hard to make a bad film as a good one; just as much energy and imagination goes into both, but material and circumstances have much to do with what turns out well and what does not.

The so-called industry is now in the hands of the bankers, the lawyers, and the big corporations. Everyone, with few exceptions, tries to play it safe, and a lot of films are still formula product. There are some very fine talents, no longer hampered by production codes, who have taste and discretion. I like many of the films I now see. In fact, I think today's filmmakers are working in a far healthier atmosphere than we ever did.

For myself, I have been very rich, rich, poor, and very poor, but I have learned to cope with changing conditions. I just want to keep my mind active, keep what remains of my creative juices flowing, and to live life to the fullest that is in me.

On whether the industry was worth saving, or whether the production system as it is today is better or worse than before, I can make no judgment. I have only tried to present one man's memory of how it was.

Film Chronology

1. *Come On Danger* (1932)
Executive Producer: David O. Selznick. Associate Producer: David Lewis. Director: Robert Hill. Story: Bennett Cohen. Screenplay: David Lewis, Lester Ilfeld. Photography: Nicholas Musuraca. Editor: Fred Knudtson. Production and Distribution: RKO-Radio. Release Date: September 1932. Running Time: 54 minutes. Cast: Tom Keene (Larry), Julie Haydon (Joan Stanton), Roscoe Ates (Rusty), Robert Ellis (Sanderson), William Scott (Jim), Frank Lackteen (Piute), Wade Boteler (Tex), Roy Stewart (Inspector Clay), Henry Tonbrook (Bill).

2. *The Cheyenne Kid* (1932)
Executive Producer: David. O. Selznick. Associate Producer: David Lewis. Director: Robert Hill. Based upon the story "Sir Piegan Passes" by W. C. Tuttle. Screenplay: Jack Curtis. Photography: Nicholas Musuraca. Editor: Fred Knudtson. Production and Distribution: RKO-Radio. Release Date: January 1933. Running Time: 54 minutes. Cast: Tom Keene (Tom), Mary Mason (Hope), Roscoe Ates (Bush), Al Bridge (Denver), Otto Hoffman (Winters), Alan Roscoe (Hollister), Anderson Lawler (Tate).

3. *Scarlet River* (1933)
Executive Producer: David O. Selznick. Associate Producer: David Lewis. Director: Otto Brower. Story and Screenplay: Harold Shumate. Photography: Nicholas Musuraca. Editor: Fred Knudtson. Production and Distribution: RKO-

Radio. Release Date: March 1933. Running Time: 57 minutes. Cast: Tom Keene (Tom Baxter), Dorothy Wilson (Judy Blake), Creighton Chaney (Jeff Todd), Betty Furness (Babe Jewel), Roscoe Ates (Ulysses Mope), Edgar Kennedy (Sam Gilroy), Billy Butts (Buck Blake), Hooper Atchley ("Clink" McPherson), Jack Raymond (Benny), James Mason (Dummy), Yakima Canutt (Yak).

4. ***Son of the Border*** (1933)

Executive Producer: David O. Selznick. Associate Producer: David Lewis. Director: Lloyd Nosler. Story and Screenplay: Wellyn Totman. Photography: Nicholas Musuraca. Editor: Fred Knudtson. Production and Distribution: RKO-Radio. Release Date: May 1933. Running Time: 55 minutes. Cast: Tom Keene, Julie Haydon, Edgar Kennedy, David Durand, Creighton Chaney, Charles King, Al Bridge, Claudia Coleman.

5. ***Crossfire*** (1933)

Executive Producer: David O. Selznick. Associate Producer: David Lewis. Director: Otto Brower. Story and Screenplay: Harold Shumate. Additional Dialogue: Tom MacNamara. Photography: Nicholas Musuraca. Editor: Fred Knudtson. Production and Distribution: RKO-Radio. Release Date: June 1933. Running Time: 55 minutes. Cast: Tom Keene (Tom Allen), Betty Furness (Patricia Plummer), Edgar Kennedy (Ed Wimpy), Edward Phillips (Bert King), Lafe McKee (Daniel Plummer), Nick Cogley (Doc Stiles).

6. ***Flying Devils*** (1933)

Executive Producer: Merian C. Cooper. Associate Producer: David Lewis. Director: Russell Birdwell (uncredited: Irving Pichel). Story: Louis Stevens. Screenplay: Louis Stevens, Byron Morgan. Photography: Nicholas Musuraca. Editor: Arthur Roberts. Production and Distribution: RKO-Radio. Release Date: July 1933. Running Time: 62 min-

utes. Cast: Bruce Cabot (Ace Murray), Eric Linden (Bud Murray), Arline Judge (Ann Hardy), Ralph Bellamy (Speed Hardy), Cliff Edwards (Screwy Edwards), June Brewster (Betty), Frank LaRue (Sam Kearns).

7. ***Headline Shooter*** (1933)

Executive Producer: Merian C. Cooper. Associate Producer: David Lewis. Director: Otto Brower. Based upon the story "Muddy Waters" by Wallace West. Screenplay: Agnes Christine Johnston, Allen Rivkin. Additional Dialogue: Arthur Kober (uncredited: Robert Benchley). Photography: Nicholas Musuraca. Editor: Fred Knudtson. Music: Max Steiner. Production and Distribution: RKO-Radio. Release Date: July 1933. Running Time: 61 minutes. Cast: William Gargan (Bill Allen), Frances Dee (Jane Mallory), Ralph Bellamy (Hal Caldwell), Jack LaRue (Ricci), Gregory Ratoff (Gottlieb), Wallace Ford (Mike), Hobart Cavanaugh (Happy), Jane Brewster (Betty Kane), Robert Benchley (Radio Announcer), Betty Furness (Secretary), Franklin Pangborn (Crocker).

8. ***Blind Adventure*** (1933)

Executive Producer: Merian C. Cooper. Associate Producer: David Lewis. Director: Ernest B. Schoedsack. Screenplay: Ruth Rose (uncredited: Robert Benchley). Photography: Henry Gerrard. Editor: Ted Chessman. Music: Max Steiner. Production and Distribution: RKO-Radio. Release Date: August 1933. Running Time: 60 minutes. Cast: Robert Armstrong (Richard Bruce), Helen Mack (Rose Thorne), Roland Young (Burglar), Ralph Bellamy (Jim Steel), John Miljan (Regan), Laura Hope Crewes (Lady Rockingham), Henry Stephenson (Major Thorne), Phyllis Barry (Gwen), John Warburton (Reggie), Marjorie Gateson (Mrs. Thorne).

9. *Two Alone* (1933)

Executive Producer: Merian C. Cooper. Associate Producer: David Lewis. Director: Elliott Nugent. Based upon the play "Wild Birds" by Dan Totheroh. Screenplay: Josephine Lovett, Joseph Moncure March. Photography: Lucien Andriot. Editor: Arthur Roberts. Music: Max Steiner. Production and Distribution: RKO-Radio. Release Date: January 1934. Running Time: 74 minutes. Cast: Jean Parker (Mazie), Tom Brown (Adam), Zasu Pitts (Esthey Roberts), Arthur Byron (Slag), Beulah Bondi (Mrs. Slag), Nydia Westman (Corie), Willard Robertson (George Marshall), Charley Grapewin (Sandy Roberts), Emerson Treacy (Milt Pollard), Paul Nicholson (Sheriff).

10. *The Crime Doctor* (1934)

Executive Producer: Merian C. Cooper. Associate Producer: David Lewis. Director: John Robertson. Based upon the story "The Big Bow Mystery" by Israel Zangwill. Screenplay: Jane Murfin. Photography: Lucien Andriot. Editor: William Hamilton. Music: Max Steiner. Production and Distribution: RKO-Radio. Release Date: April 1934. Running Time: 74 minutes. Cast: Otto Kruger (Dan Gifford), Karen Morley (Andra), Nils Asther (Eric Anderson), Judith Wood (Blanche Flynn), William Frawley (Fraser), Donald Crisp (District Attorney), Frank Conroy (Martin Crowder), J. Farrell MacDonald (Kemp).

11. *Stingaree* (1934)

Executive Producer: Pandro S. Berman. Producer: Merian C. Cooper. Associate Producer: David Lewis. Director: William A. Wellman. Based upon a series of stories by E. W. Hornung. Adaptation: Lynn Riggs, Leonard Spigelgass. Screenplay: Becky Gardiner. Photography: James C. Van Trees. Editor: James Morley. Music: Max Steiner. Production and Distribution: RKO-Radio. Release Date: May, 1934. Running Time: 76 minutes. Cast: Irene Dunne (Hilda Bouverie),

Richard Dix (Stingaree), Mary Boland (Mrs. Clarkson), Conway Tearle (Sir Julian Kent), Andy Devine (Howie), Henry Stephenson (Mr. Clarkson), Una O'Connor (Annie), George Barraud (Inspector Radford), Reginald Owen (Governor General), Snub Pollard (Victor).

12. ***Where Sinners Meet*** (1934)

Executive Producer: Pandro S. Berman. Associate Producer: David Lewis. Director: J. Walter Ruben. Based upon the play "The Dover Road" by A. A. Milne. Screenplay: H. W. Hanemann. Photography: Nicholas Musuraca. Editor: Jack Hively. Music: Max Steiner. Production and Distribution: RKO-Radio. Release Date: May 1934. Running Time: 73 minutes. Cast: Diana Wynyard (Anne), Clive Brook (Mr. Latimer), Billie Burke (Eustacia), Reginald Owen (Leonard), Alan Mowbray (Nicholas), Gilbert Emery (Dominic), Vernon Steele (Saunders).

13. ***Riffraff*** (1935)

Producer: Irving Thalberg. Associate Producer: David Lewis. Director: J. Walter Ruben. Story: Frances Marion. Screenplay: Frances Marion, H. W. Hanemann, Anita Loos. Photography: Ray June. Editor: Frank Sullivan. Music: Edward Ward. Production and Distribution: Metro-Goldwyn-Mayer. Release Date: December, 1935. Running Time: 89 minutes. Cast: Jean Harlow (Hattie), Spencer Tracy (Dutch Miller), Joseph Calleia (Nick Louis), Una Merkel (Lil), Mickey Rooney (Jimmy), Victor Kilian (Flytrap), J. Farrell MacDonald (Brains), Roger Imhof (Pops), Baby Jane "Juanita" Quigley (Rosie), Paul Hurst (Red Belcher), Vince Barnett (Lew).

14. ***Camille*** (1936)

Producer: Irving Thalberg. Associate Producer: David Lewis. Director: George Cukor. Based upon the play and novel by Alexandre Dumas, *Fils*. Screenplay: Zoe Akins,

Frances Marion, James Hilton. Photography: William Daniels, Karl Freund. Editor: Margaret Booth. Music: Herbert Stothart. Production and Distribution: Metro-Goldwyn-Mayer. Release Date: January 1937. Running Time: 108 minutes. Cast: Greta Garbo (Marguerite), Robert Taylor (Armand), Lionel Barrymore (Mon. Duval), Elizabeth Allan (Nichette), Jessie Ralph (Nanine), Henry Daniell (Baron de Varville), Lenore Ulric (Olympe), Laura Hope Crewes (Prudence), Rex O'Malley (Gaston), Russell Hardie (Gustave).

Academy Award nomination: Best Actress—Greta Garbo.
New York Film Critics Award: Best Actress—Greta Garbo.

15. ***Men Are Such Fools*** (1938)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Busby Berkeley. Based upon a story by Faith Baldwin. Screenplay: Norman Reilly Raine, Horace Jackson. Photography: Sid Hickox. Editor: Jack Killifer. Music: Heinz Roemheld. Production and Distribution: Warner Bros. Release Date: July 1938. Running Time: 70 minutes. Cast: Wayne Morris (Jimmy Hall), Priscilla Lane (Linda Lawrence), Humphrey Bogart (Harry Galleon), Hugh Herbert (Harvey Bates), Penny Singleton (Nancy), Johnnie Davis (Tad), Mona Barrie (Beatrice Harris), Gene Lockhart (Bill Dalton).

16. ***Four's A Crowd*** (1938)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Michael Curtiz. Based upon the story "All Rights Reserved" by Wallace Sullivan. Screenplay: Casey Robinson, Sig Herzig. Photography: Ernest Haller. Editor: Clarence Kolster. Music: Heinz Roemheld. Production and Distribution: Warner Bros. Release Date: September 1938. Running Time: 91 minutes. Cast: Errol Flynn (Robert Kensington Lansford), Olivia de Havilland (Lorri Dillingwell), Rosalind Russell (Jean Christy), Patric Knowles (Patterson Buckley), Walter Connolly (John P. Dillingwell),

Hugh Herbert (Silas Jenkins), Melville Cooper (Bingham), Franklin Pangborn (Preston), Herman Bing (Barber), Margaret Hamilton (Amy).

17. ***Secrets of an Actress*** (1938)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: William Keighley. Based upon the story "Lovely Lady" by Rowland Leigh. Screenplay: Milton Krims, Rowland Leigh, Julius J. Epstein. Photography: Sid Hickox. Editor: Owen Marks. Production: First National. Distribution: Warner Bros. Release Date: September 1938. Running Time: 70 minutes. Cast: Kay Francis (Ray Carter), George Brent (Dick Orr), Ian Hunter (Peter Snowden), Gloria Dickson (Carla Orr), Isabel Jeans (Marian Plantagenet), Penney Singleton (Miss Reid), Dennie Moore (Miss Blackstone), Selmer Jackson (Thompson), Herbert Rawlinson (Harrison), Emmett Vogan (Spencer).

18. ***The Sisters*** (1938)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Anatole Litvak. Based upon the novel by Myron Brinig. Screenplay: Milton Krims. Photography: Tony Gaudio. Editor: Warren Low. Music: Max Steiner. Production and Distribution: Warner Bros. Release Date: October 1938. Running Time: 99 minutes. Cast: Bette Davis (Louise Elliott), Errol Flynn (Frank Medlin), Anita Louise (Helen Elliott), Jane Bryan (Grace Elliott), Ian Hunter (William Benson), Henry Travers (Ned Elliott), Beulah Bondi (Rose Elliott), Donald Crisp (Tim Hazelton), Dick Foran (Tom Knivel), Patric Knowles (Norman French), Alan Hale (Sam Johnson), Lee Patrick (Flora Gibbon), Laura Hope Crewes (Flora's Mother), Henry Davenport (Doc Moore).

19. ***Dark Victory*** (1938)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Edmund Goulding. Based upon the

play by George Emerson Brewer, Jr. and Bertram Bloch. Screenplay: Casey Robinson. Photography: Ernest Haller. Editor: William Holmes. Music: Max Steiner. Production: First National. Distribution: Warner Bros. Release Date: April 1939. Running Time: 106 minutes. Cast: Bette Davis (Judith Traherne), George Brent (Dr. Frederick Steele), Humphrey Bogart (Michael O'Leary), Geraldine Fitzgerald (Ann King), Ronald Reagan (Alec), Henry Travers (Dr. Parsons), Cora Witherspoon (Carrie), Dorothy Peterson (Miss Wainwright), Virginia Brissac (Martha), Charles Richman (Colonel Mantle).

Academy Award nominations: Best Picture, Best Actress—Bette Davis, Best Score—Max Steiner.

20. ***Each Dawn I Die*** (1939)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: William Keighley. Based upon the novel by Jerome Odlum. Screenplay: Norman Reilly Raine, Warren Duff. Photography: Arthur Edeson. Editor: Thomas Richards. Music: Max Steiner. Production: First National. Distribution: Warner Bros. Release Date: August 1939. Running Time: 92 minutes. Cast: James Cagney (Frank Ross), George Raft ("Hood" Stacey), Jane Bryan (Joyce Conover), George Bancroft (Warden Armstrong), Maxie Rosenbloom (Fargo Red), Stanley Ridges (Muller), Alan Baxter (Polecat Carlisle), Victor Jory (W. J. Grayce), John Wray (Peter Kassock), Louis Jean Heydt (Joe Lassiter), Thurston Hall (District Attorney).

21. ***It All Came True*** (1940)

Executive Producer: Hal Wallis. Associate Producer: Mark Hellinger (uncredited: David Lewis). Director: Lewis Seiler. Based upon the story "Better Than Life" by Louis Bromfield. Screenplay: Michael Fessier, Lawrence Kimble. Photography: Ernest Haller. Editor: Thomas Richards. Music: Heinz Roemheld. Production and Distribution:

Warner Bros. Release Date: April 1940. Running Time: 97 minutes. Cast: Ann Sheridan (Sarah Jane Ryan), Jeffrey Lynn (Tommy Taylor), Humphrey Bogart (Grasselli/Chips Maguire), Zasu Pitts (Miss Flint), Una O'Connor (Maggie Ryan), Jessie Busley (Mrs. Nora Taylor), John Litel (Mr. Roberts), Grant Mitchell (Rene Salmon), Felix Bressart (The Great Boldini).

22. *'Til We Meet Again* (1940)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Edmund Goulding (uncredited: Anatole Litvak). Story: Robert Lord. Screenplay: Warren Duff (uncredited: Edmund Goulding). Photography: Tony Gaudio. Editor: Ralph Dawson. Production: First National. Distribution: Warner Bros. Release Date: April 1940. Running Time: 99 minutes. Cast: Merle Oberon (Joan Ames), George Brent (Dan Hardesty), Pat O'Brien (Steve Burke), Geraldine Fitzgerald (Bonnie Coburn), Binnie Barnes (Countess de Vaubert), Frank McHugh (Achilles Peddicord), Eric Blore (Sir Harold Landamuir), George Reeves (Jimmy Coburn), Henry O'Neill (Dr. Cameron), Doris Lloyd (Louise the Maid), Regis Toomey (Freddy).

23. *All This, and Heaven Too* (1940)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Anatole Litvak. Based upon the novel by Rachel Field. Screenplay: Casey Robinson. Photography: Ernest Haller. Editor: Warren Low. Music: Max Steiner. Production: First National. Distribution: Warner Bros. Release Date: June 1940. Running Time: 143 minutes. Cast: Bette Davis (Henriette Deluzy-Desportes), Charles Boyer (Duc de Praslin), Jeffrey Lynn (Rev. Henry Field), Barbara O'Neil (Duchesse de Praslin), Virginia Weidler (Louise), Walter Hampden (Pasquier), Henry Davenport (Pierre), Fritz Leiber (Albe), Helen Westley (Mme. Le Maire), Sibyl Harris (Mlle. Maillard), Montagu Love (Marechal Sebastiani), George

Coulouris (Charpentier), Henry Daniell (Broussels), Ian Keith (Delangle), June Lockhart (Isabelle), Ann Todd (Berthe).

Academy Award nominations: Best Picture, Best Supporting Actress—Barbara O'Neil, Best Cinematography (Black and White)—Ernest Haller.

24. ***Million Dollar Baby*** (1941)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Curtis Bernhardt. Based upon the story "Miss Wheelwright Discovers America" by Leonard Spigelgass. Screenplay: Casey Robinson, Richard Macaulay, Jerry Wald. Photography: Charles Rosher. Editor: Rudi Fehr. Music: Frederick Hollander. Production and Distribution: Warner Bros. Release Date: June 1941. Running Time: 100 minutes. Cast: Priscilla Lane (Pamela McAllister), Jeffrey Lynn (James Amory), Ronald Reagan (Peter Rowan), May Robson (Cornelia Wheelwright), Lee Patrick (Josie LaRue), Helen Westley (Mrs. Galloway), Walter Catlett (Simpson), Richard Carle (George the Butler), George Barbier (Marlin), John Qualen (Dr. Patterson), Fay Helm (Mrs. Grayson).

25. ***Kings Row*** (1941)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: Sam Wood. Based upon the novel by Henry Bellamann. Screenplay: Casey Robinson. Photography: James Wong Howe. Production Designer: William Cameron Menzies. Editor: Ralph Dawson. Music: Erich Wolfgang Korngold. Production and Distribution: Warner Bros. Release Date: January 1942. Running Time: 127 minutes. Cast: Ann Sheridan (Randy Monoghan), Robert Cummings (Parris Mitchell), Ronald Reagan (Drake McHugh), Betty Field (Cassandra Tower), Claude Rains (Dr. Tower), Charles Coburn (Dr. Gordon), Judith Anderson (Mrs. Gordon), Nancy Coleman (Louise Gordon), Kaaren Verne (Elise

Sandor), Maria Ouspenskaya (Mme. Von Eln), Harry Davenport (Col. Skeffington).

Academy Award nominations: Best Picture, Best Director—Sam Wood, Best Cinematography (Black and White)—James Wong Howe.

26. ***In This Our Life*** (1941)

Executive Producer: Hal Wallis. Associate Producer: David Lewis. Director: John Huston. Based upon the novel by Ellen Glasgow. Screenplay: Howard Koch (uncredited: Lenore Coffee). Photography: Ernest Haller. Editor: William Holmes. Music: Max Steiner. Production and Distribution: Warner Bros. Release Date: May 1942. Running Time: 97 minutes. Cast: Bette Davis (Stanley Timberlake), Olivia de Havilland (Roy Timberlake), George Brent (Craig Fleming), Dennis Morgan (Peter Kingsmill), Charles Coburn (William Fitzroy), Frank Craven (Asa Timberlake), Billie Burke (Lavinia Timberlake), Hattie McDaniel (Minerva Clay), Lee Patrick (Betty Wilmoth), John Hamilton (Inspector).

27. ***Till We Meet Again*** (1943)

Executive Producer: B. G. DeSylva. Associate Producer: David Lewis. Director: Frank Borzage. Based upon the play "Tomorrow's Harvest" by Alfred Maury. Screenplay: Lenore Coffee. Photography: Theodor Sparkuhl. Editor: Elmo Vernon. Music: David Buttolph. Production and Distribution: Paramount. Release Date: August 1944. Running Time: 88 minutes. Cast: Ray Milland (John), Barbara Britton (Sister Clothilde), Walter Slezak (Vitrey the Mayor), Lucille Watson (Mother Superior), Konstantin Shayne (Maj. Krupp), Vladimir Sokoloff (Cabeau), Marguerite D'Alvarez (Mme. Sarroux), Mona Freeman (Elise), William Edmunds (Henri Maret), George Davis (Gaston).

28. ***Frenchman's Creek*** (1943)

Executive Producer: B. G. DeSylva. Associate Producer: David Lewis. Director: Mitchell Leisen. Based upon the novel by Daphne Du Maurier. Screenplay: Talbot Jennings. Photography: George Barnes, Charles Lang (Technicolor). Editor: Alma Macrorie. Music: Victor Young. Production and Distribution: Paramount. Release Date: September 1944. Running Time: 110 minutes. Cast: Joan Fontaine (Dona St. Columb), Arturo De Cordova (Jean Benoit Aubrey), Basil Rathbone (Lord Rockingham), Nigel Bruce (Lord Godolphin), Cecil Kellaway (William), Ralph Forbes (Harry St. Columb), Harald Ramond (Edmond), Billy Daniels (Pierre Blanc), Moyna MacGill (Lady Godolphin), Patricia Barker (Henrietta).

Academy Award: Best Art Direction/Set Decoration (Color)—Hans Dreier, Ernst Fegte, Sam Comer.

29. ***It's A Pleasure*** (1944)

Producer: David Lewis. Associate Producer: Don Loper. Director: William A. Seiter. Story: Billy Wilder. Screenplay: Lynn Starling, Elliott Paul. Photography: Ray Rennahan (Technicolor). Editor: Ernest Nims. Music: Arthur Lange. Production: International Pictures. Distribution: RKO-Radio. Release Date: March 1945. Running Time: 90 minutes. Cast: Sonja Henie (Chris Linden), Michael O'Shea (Don Martin), Bill Johnson (Buzz Fletcher), Marie McDonald (Mrs. Buss Fletcher), Gus Schilling (Bill Evans), Iris Adrian (Wilma), Cheryl Walker (Loni), Peggy O'Neill (Cricket), Arthur Loft (Jack Weimar).

30. ***Tomorrow Is Forever*** (1945)

Producer: David Lewis. Director: Irving Pichel. Based upon the novel by Gwen Bristow. Screenplay: Lenore Coffee. Photography: Joseph Valentine. Editor: Ernest Nims. Music: Max Steiner. Production: International Pictures. Distribution: RKO-Radio. Release Date: January 1946. Running Time: 105

minutes. Cast: Claudette Colbert (Elizabeth MacDonald Hamilton), Orson Welles (John MacDonald/Erich Kessler), George Brent (Larry Hamilton), Lucille Watson (Aunt Jessie), Richard Long (Drew), Natalie Wood (Margaret), Sonny Howe (Brian), John Wengraf (Dr. Ludwig), Ian Wolfe (Norton), Douglas Wood (Charles Hamilton).

31. ***The Other Love*** (1947)

Producer: David Lewis. Director: Andre de Toth. Based upon the story "Beyond" by Erich Maria Remarque. Screenplay: Harry Brown, Ladislas Fodor. Photography: Victor Milner. Editor: Walter Thompson. Music: Miklos Rozsa. Production: Enterprise Studios. Distribution: United Artists. Release Date: July 1947. Running Time: 96 minutes. Cast: Barbara Stanwyck (Karen Duncan), David Niven (Dr. Anthony Stanton), Maria Palmer (Nurse Huberta), Joan Lorring (Celestine), Richard Conte (Paul Clermont), Richard Hale (Prof. Linnaker), Edward Ashley (Richard Shelton), Natalie Schafer (Dora Shelton), Lenore Aubert (Yvonne), Jimmy Horne (Pete), Mary Forbes (Mme. Gruen), Gilbert Roland (Croupier).

32. ***Arch of Triumph*** (1947)

Producer: David Lewis. Director: Lewis Milestone. Based upon the novel by Erich Maria Remarque. Screenplay: Lewis Milestone, Harry Brown. Photography: Russell Metty. Editor: Duncan Mansfield. Music: Louis Gruenberg. Production: Enterprise Studios. Distribution: United Artists. Release Date: March 1948. Running Time: 120 minutes. Cast: Ingrid Bergman (Joan Madou), Charles Boyer (Dr. Ravic), Charles Laughton (Haake), Louis Calhern (Morosow), Ruth Warrick (Kate Hergstroem), Roman Bohnen (Dr. Veber), Stephen Bekassy (Alex), Ruth Nelson (Madame Fessler), Curt Bois (Tattooed Waiter), J. Edward Bromberg (Hotel Manager).

33. ***End of the Affair*** (1954)

Producer: David Lewis. Director: Edward Dmytryk. Based upon the novel by Graham Greene. Screenplay: Lenore Coffee. Photography: Wilkie Cooper. Editor: Alan Osbiston. Music: Benjamin Frankel. Production: Coronado Productions. Distribution: Columbia Pictures. Release Date: May 1955. Running Time: 106 minutes. Cast: Deborah Kerr (Sarah Miles), Van Johnson (Maurice Bendrix), John Mills (Albert Parkis), Peter Cushing (Henry Miles), Michael Goodliffe (Smythe), Stephen Murray (Father Crompton), Charles Goldner (Savage), Nora Swinburne (Mrs. Bertram), Frederick Leister (Dr. Collingwood), Mary Williams (Maid).

34. ***The Seventh Sin*** (1956)

Producer: David Lewis. Director: Ronald Neame (uncredited: Sidney Franklin, Vincente Minnelli). Based upon the novel "The Painted Veil" by W. Somerset Maugham. Screenplay: Karl Tunberg (uncredited: Arthur Laurents). Photography: Ray June (CinemaScope). Editor: Gene Ruggiero. Music: Miklos Rozsa. Production and Distribution: Metro-Goldwyn-Mayer. Release Date: June 1957. Running Time: 94 minutes. Cast: Eleanor Parker (Carol Carwin), Bill Travers (Dr. Walter Carwin), George Sanders (Tim Waddington), Jean-Pierre Aumont (Paul Duvelle), Francoise Rosay (Mother Superior), Ellen Corby (Sister St. Joseph).

35. ***Raintree County*** (1957)

Producer: David Lewis. Associate Producer: Millard Kaufman. Director: Edward Dmytryk. Based upon the novel by Ross Lockridge, Jr. Screenplay: Millard Kaufman. Photography: Robert Surtees (Camera 65, Technicolor). Editor: John Dunning. Music: Johnny Green. Production and Distribution: Metro-Goldwyn-Mayer. Release Date: October, 1957. Running Time: 187 minutes. Cast: Montgomery Clift (John Wickliff Shawnessy), Elizabeth Taylor (Susanna Drake), Eva Marie Saint (Nell Gaither), Nigel Patrick (Prof. Stiles), Lee

Marvin (Orville "Flash" Perkins), Rod Taylor (Garwood B. Jones), Agnes Moorehead (Ellen Shawnessy), Walter Abel (T. D. Shawnessy), Tom Drake (Bobby Drake), Rhys Williams (Ezra Gray), Russell Collins (Niles Foster), DeForest Kelley (Southern Officer).

Academy Award nominations: Best Actress—Elizabeth Taylor, Best Art Direction—William A. Horning, Urie McCleary, Edwin B. Willis, Hugh Hunt, Best Score—Johnny Green, Best Costume Design—Walter Plunkett.

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